DUNGEON™

Dungeon #153

Ever wondered what the Negative Energy Plane was like? Or explored a giant anthill? Ever stopped to consider where hags came from? Well, you'll be able to answer all these questions after you've seen Dungeon #153. Plus, the first adventure in an ambitious three-part arc by Robert Schwalb spanning this issue and the next. This adventure series is intended to give you the chance to wrap up your 3rd Edition campaign before 4th Edition arrives. But since we know not many of you are playing at epic levels, this adventure arc is intended for 10th-level characters.

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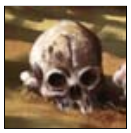
by David Noonan



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by James Wyatt

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Caravan of Glauu the Seer

A Side Trek for 6th-level PCs

Sometimes the PCs get stuck on a matter of plot. They've missed—or misinterpreted—clues and are consequently missing the key piece of the puzzle that can drive the adventure forward.

Rumor or random chance leads them to a crossroads just outside of town where a caravan of ushemoi (from *Monster Manual V*) have constructed a primitive gladiator ring. Their leader, an arkamoi named Glauu Hatari (arkamoi sorcerer 10), can cast *contact other plane* on the PCs' behalf—if the PCs can defeat his chosen gladiators.

GLAUU HATARI'S BARGAIN

Glauu Hatari has a small, well-trained stable of ushemoi gladiators, and he travels around challenging local champions—and making a killing on the gambling proceeds. The caravan is still setting up the stands when the PCs arrive. Glauu Hatari offers the PCs a bargain: He'll cast *contact other plane* and ask one question on the PCs behalf for each PC victory in the gladiator ring (up to five questions, which is the most he can ask with a single casting of the spell). The PCs lose nothing if they are defeated, but Hatari warns them that they're responsible for their own healing.

Why is Glauu Hatari making this offer? You can leave the answer unclear—the sorcerer is inscrutable. Perhaps the PCs figured prominently in a dream, or maybe Glauu Hatari is connected to your campaign in some as-yet-unrevealed way. Or his reasons might be more prosaic: The ushemoi gladiators might need the practice.

The Rules

The ushemoi gladiator matches are simple "two man enter, one man leave" affairs, but there are a few ground rules. Spellcasting on behalf of a combatant means forfeiting the match, and Glauu Hatari tells the PCs ahead of time that he'll be watching with *detect magic*. "If you're worried about a comrade dying, by all means, cast a healing spell if you like," he explains. "You'll lose the match, but you won't lose your compatriot. How excellent!"

A SERIES OF SOLO FIGHTS?

This Side Trek breaks a key conceit of Dungeons & Dragons—namely that it's a team effort. Each PC at your table gets a moment in the spotlight—a one-on-one battle against a single gladiator. Ordinarily you don't want one PC engaged at a time, but as a change of pace it works fine.

One of the side effects of this solo play is that only one player is involved at a time. Fortunately, battles against ushemoi tend to be brief, because ushemoi escalate their effectiveness as the battle rages on. Encourage the non-combatant PCs at your table to cheer for their comrade in the ring and do your best to keep a fast pace at the table.

Using your own magic, including items, is fair game.

Hurting or endangering the onlookers is grounds for forfeit. If an onlooker enters the ring, the match ends.

The match continues until someone yields, is knocked unconscious, flees the ring, or dies.

The PCs decide what order they'll fight in, and then Glauu Hatari chooses one of his gladiators for each PC to face. He generally matches like against like, sending an arkanoi against a spellcaster, a hadrimoi against a rogue, ranger, or other lightly armored combatant, and a lashemoi barbarian against heavily armored PCs.

ABOUT THE AUTHOR

David Noonan is a designer and developer for Wizards of the Coast. His credits include co-designing *Dungeon Master's Guide II*, *Heroes of Battle*, and numerous products for the Eberron campaign setting. He lives in Washington state with his wife, son, and daughter.

PCS HEALING

Gladiatorial combat is dangerous. It's okay for the PC gladiator and a bystander PC healer to agree on a hit point threshold where the healer rushes in and casts a spell. That costs that PC the match, of course.

For example, if Tordek is in the ring, Jozan the cleric can declare, "I cast *cure moderate wounds* if Tordek falls below 10 hit points." This isn't a foolproof technique—if Tordek takes enough damage to take him from 11 hp to –10 hp in one blow, he's still dead. But it's a good way to provide at least a measure of insurance against PC deaths.

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Versus the Arkamoi

Encounter Level 4 (Solo)

SETUP

The PC starts on the west edge of the ring, and the arkamoi starts on the east edge. Spellcasters can cast any spells they like on themselves, but spells from others are forbidden (and Glauu Hatari dispels them if he notices). With a clap from Hatari, roll initiative and get the battle underway.

When the PC takes a spot in the ring, read:

A wooden fence forms a rough circle some 50 feet across. On the far side is a bald, gray humanoid whose fatty flesh ripples like water as he moves. With a wave of his hands, he casts a spell and suddenly multiple versions of him appear, shifting and melding into each other.

"Fight hard, my gladiators! Bleed with joy and courage!" cries Glauu Hatari, then he claps once and yells, "Begin!"

Glauu Hatari: From this vantage point, Glauu Hatari (a 10th-level sorcerer) casts *detect magic* and watches for interference. If he sees any, he casts *dispel magic* (with a dispel check of +10) against the offending spell and announces, "Interference! My gladiator wins! Outstanding!"

Arkamoi: The arkamoi relishes the chance to test his magic against another spellcaster. Glauu Hatari has four different arkamoi gladiators he can use in today's matches: Kulian, Truul Gahn, Vantan the Smiler, and Venomous Jorr. They're statistically identical.

Arkamoi **CR 4**

MM5 184
hp 29 (4 HD); **DR** 5/slashing or piercing

Usually NE Medium monstrous humanoid
Init +2; **Senses** low-light vision; Listen +1, Spot +1
Languages Common, Draconic, Undercommon

AC 14, touch 12, flat-footed 12
(+2 Dex, +2 natural)
SR 14
Fort +3, **Ref** +6, **Will** +5

Speed 30 ft. (6 squares)
Melee quarterstaff +4 (1d6) or
Ranged light crossbow +6 (1d8/19–20)
Base Atk +4; **Grp** +4
Special Actions arcane mastermind
Sorcerer Spells Known (CL 5th); strength from magic:
2nd (5/day)—*Melf's acid arrow* (+6 ranged touch), *mirror image*
1st (7/day)—*burning hands* (DC 13), *disguise self, jump, mage armor*
0 (6/day)—*daze* (DC 12), *detect magic, flare* (DC 12), *light, ray of frost* (+6 ranged touch), *read magic*

Abilities Str 11, Dex 15, Con 14, Int 15, Wis 12, Cha 15
SA spells, strength from magic
Feats Combat Casting, Toughness
Skills Concentration +9, Hide +9, Knowledge (arcana) +9, Listen +1, Spellcraft +11, Spot +1
Possessions quarterstaff, light crossbow with 20 bolts

Arcane Mastermind (Ex) When an arkamoi's bonus to spell save DCs from its strength from magic ability (see below) is +3 or higher, its mind begins to work with lightning precision. Once per round as an immediate action, the arkamoi can lend tactical advice to an ally. This grants a +2 morale bonus on that ally's next check, attack roll, or damage roll.

Strength from Magic (Ex) Each time an arkamoi casts an arcane spell, magical feedback grants it a rush of power. For each arcane spell cast, the arkamoi increases the save DC of subsequent arcane spells it casts by 1. Additionally, the arkamoi gains a +2 bonus on damage rolls for subsequent spells, and gains a +2 deflection bonus to AC. This benefit lasts for 1 minute from the round in which the arkamoi's first spell is cast.

These bonuses stack each time the arkamoi casts an arcane spell, to a maximum of a +5 bonus to save DCs, a +10 bonus on damage rolls, and a +10 deflection bonus to AC.

ARKAMOI TACTICS

The arkamoi casts *mirror image* and *mage armor* (raising AC to 18) before the battle. That means it starts (due to its strength from magic ability) with +2 to its save DCs, +4 on spell damage, and +4 deflection bonus to AC (raising AC to 22). For the first 8 rounds of the fight, those bonuses remain.

Once the battle starts, the arkamoi lobs *Melf's acid arrows* at its enemy, resorting to *burning hands* only when it runs out of 2nd-level spells or when the PC comes closer.

If the arkamoi has 7 hit points or less, it yields and flee the ring.

WHEN THE BATTLE ENDS

Ushemoi drag off the body—or corpse—of the loser. Then Glauu Hatari announces, "Splendid! Such sweet agony! I call forth the next gladiators! Outstanding!"

Versus the Hadrimoi

Encounter Level 5

SETUP

The PC starts on the west edge of the ring, and the hadrimoi starts on the east edge. Spellcasters can cast any spells they like on themselves, but spells from others are forbidden (and Glauu Hatari dispels them if he notices). With a clap from Hatari, roll initiative and get the battle underway.

When the PC takes a spot in the ring, read:

A wooden fence forms a rough circle some 50 feet across. You face a thin humanoid with arms that split midway into twin forearms, twirling four daggers in its hands as it glares in your direction.

"Ah, the mysteries of life and death, written here in blood! How succulent!" cries Glauu Hatari, then he claps once and yells, "Begin!"

Glauu Hatari: From this vantage point, Glauu Hatari (a 10th-level sorcerer) casts *detect magic* and watches for interference. If he sees any, he casts *dispel magic* (with a dispel check of +10) against the offending spell and announces, "Interference! My gladiator wins! Outstanding!"

Hadrimoi: The hadrimoi in Glauu Hatari's employ are Brokenfang Luurek, Brillach, and Yao Truul the Tusker. They're statistically identical.

Hadrimoi **CR 5**

MM5 185
hp 58 (9 HD); **DR** 10/slashing and piercing; speed from pain

Usually NE Medium monstrous humanoid
Init +8; **Senses** low-light vision; Listen +4, Spot +4
Languages Common, Undercommon

AC 14, touch 14, flat-footed 10; Dodge, Mobility (+4 Dex)
Fort +5, **Ref** +10, **Will** +7
Weakness falling courage

Speed 30 ft. (6 squares)
Melee 4 daggers +13 each (1d4+1/19–20) with perfect symmetry or
Ranged dagger +13/+8 (1d4+1)
Base Atk +9; **Grp** +10
Atk Options dagger dance

Abilities Str 13, Dex 18, Con 14, Int 12, Wis 13, Cha 11
SA dagger dance, speed from pain
Feats Dodge, Improved Initiative, Mobility, Weapon Finesse
Skills Hide +13, Jump +7, Listen +4, Move Silently +13, Sleight of Hand +10, Spot +4

Speed from Pain (Ex) Each time a hadrimoi takes damage, the fibrous tendrils that make up its body become increasingly elastic and responsive. The hadrimoi gains a +2 dodge bonus to AC, a +1 bonus on attack rolls and Reflex saves, and a bonus to his land speed of +10 feet. This benefit lasts for 1 minute from the round in which the hadrimoi first takes damage.

These bonuses stack each time the hadrimoi takes damage, to a maximum +10 dodge bonus to AC, +5 bonus on attack rolls and Reflex saves, and +50-foot bonus to land speed. These bonuses accrue each time the hadrimoi takes damage, even from multiple attacks in the same round.

Falling Courage (Ex) A hadrimoi whose bonus from its speed from pain ability reaches +30 feet or higher takes a –4 penalty on saves against fear effects and on the level check made to oppose an Intimidate check. In addition, while in this state, a hadrimoi can be affected by fear effects that do not normally affect creatures of its Hit Dice.

Perfect Symmetry (Ex) As a full attack, a hadrimoi can attack with up to four light weapons with no penalties on attack rolls. If it tries to use heavier weapons, it can make multiple attacks only according to its base attack bonus, and takes the normal penalties for attacking with two or more weapons.

Dagger Dance (Ex) As a hadrimoi converts its pain to superior agility, it can perform a deadly attack. Once a hadrimoi's bonus from its speed from pain ability reaches +30 feet or higher, the hadrimoi can move up to its speed as part of a full attack. It can move before, after, or between each of its attacks, as long as its total movement in the round does not exceed its speed.

HADRIMOI TACTICS

The hadrimoi is a maneuverable foe, but in a fight against a single foe in a largely empty ring, its maneuverability is mostly wasted. But these hadrimoi start the battle with great confidence, so they're more than willing to rush across the ring and stand toe-to-toe with a PC, gaining bonuses with each wound it suffers.

If the hadrimoi has 15 hit points or less, it yields and flee the ring.

WHEN THE BATTLE ENDS

Ushemoi drag off the body—or corpse—of the loser. Then Glauu Hatari announces, "Superlative! A whirlwind of carnage and courage! Let's fight again, shall we? Excellent!"

Versus the Lashemoi

Encounter Level 6

SETUP

The PC starts on the west edge of the ring, and the lashemoi starts on the east edge. Spellcasters can cast any spells they like on themselves, but spells from others are forbidden (and Glauu Hatari dispels them if he notices). With a clap from Glauu Hatari, roll initiative and get the battle underway.

When the PC takes a spot in the ring, read:

A wooden fence forms a rough circle some 50 feet across. You face a gaunt, gray biped with long claws and a feral sneer. It clambers into the ring on the far side, tongue lolling as it bares fangs at you.

"Who can predict the outcome of such blood-mad slaughter? Who, indeed? How marvelous!" cries Glauu Hatari, then he claps once and yells, "Begin!"

Glauu Hatari: From this vantage point, Glauu Hatari (a 10th-level sorcerer) casts *detect magic* and watches for interference. If he sees any, he casts *dispel magic* (with a dispel check of +10) against the offending spell and announces, "Interference! My gladiator wins! Outstanding!"

Lashemoi: The lashemoi gladiators are Cannibal Kuterrek, Planak Ruul, and Arran the Painbringer. With levels in barbarian, they're far tougher than the CR 1 lashemoi in Monster Manual V. The three lashemoi are statistically identical.

Lashemoi Barbarian (Raging) **CR 6**

MM5 186

hp 76 (7 HD); **DR** 5/slashing or piercing; lesser strength from pain

Lashemoi barbarian 5
Usually NE Medium monstrous humanoid
Init +0; **Senses** low-light vision; Listen +1, Spot +3
Languages Common

AC 11, touch 8, flat-footed 11; Improved uncanny dodge, uncanny dodge (+3 natural)
Fort +7, **Ref** +4, **Will** +6
Weakness broken courage

Speed 40 ft. (8 squares)
Melee 2 claws +11 each (1d6+3)
Base Atk +7; **Grp** +8
Atk Options rage 2/day

Abilities Str 17, Dex 11, Con 20, Int 5, Wis 11, Cha 8
SA lesser strength from pain
SQ fast movement, trap sense +1
Feats Improved Natural Armor, improved Natural Attack, Weapon Focus (claw)
Skills Hide +4, Listen+1, Spot +3

Broken Courage (Ex) A lashemoi takes a –4 penalty on saves against fear effects and on the level check made to oppose an Intimidate check. In addition, a lashemoi can be affected by fear effects that do not normally affect creatures of its Hit Dice.

Lesser Strength from Pain (Ex) Whenever a lashemoi takes damage from any source, it gains a +1 bonus on attack rolls, a +1 bonus on damage rolls, and its natural armor bonus to AC increases by 1. This benefit lasts for 1 minute from the round in which the lashemoi first takes damage.

These bonuses stack each time the lashemoi takes damage, to a maximum bonus of a +5 bonus on attack rolls, a +5 bonus on damage rolls, and a +5 natural armor bonus to AC. These bonuses accrue each time the lashemoi takes damage, even from multiple attacks in the same round.

When not raging, the lashemoi barbarian has the following changed statistics:
AC 13, touch 10, flat-footed 13
hp 62 (7 HD)
Fort +7, **Will** +4
Melee 2 claws +9 each (1d6+1)
Grp +8
Abilities Str 13, Con 16

LASHEMOI TACTICS

The lashemoi rages immediately, then it wades into melee, clawing as often as it can. Each time it takes damage, the lashemoi gains +1 on attack rolls, +1 on damage, and +1 to Armor Class, until it reaches a total of +5 to attacks, damage, and AC. Thereafter it's attacking at +16/+16 for 1d6+8 damage.

If the lashemoi has 15 hp or less, it will yield when its rage ends, but not before.

WHEN THE BATTLE ENDS

Ushemoi drag off the body—or corpse—of the loser. Then Glauu Hatari announces, "Commendable! Were we not all witnesses to such purity of aggression? Truly, it is beyond belief! Have we further spectacles of fighting spirit?"

Prisoner of the Castle Perilous

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Based on the original Dungeons & Dragons® game by E. Gary Gygax and Dave Arneson and on the new edition of the Dungeons & Dragons game designed by Jonathan Tweet, Monte Cook, Skip Williams, Rich Baker, and Peter Adkison.

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A scheming lich has set his sights on a vile transformation that will free him from the castle perilous he is trapped in. The key to his plan relies on luring brave adventurers to his demesne and prison on the Negative Energy Plane with the hope of freeing an imprisoned saint. Many would-be heroes have already taken the bait and paid the ultimate price. With his ultimate goal so close, will your group of adventurers stop him in time? Or will they serve as the catalyst that transforms him into a demilich?

"Prisoner of the Castle Perilous" is an adventure for four 18th-level player characters (PCs) suitable for use with any campaign setting that includes the Negative Energy Plane in its planar cosmology. The PCs attempt to foil the machinations of a powerful lich in one of the castles perilous scattered across the Negative Energy Plane—a place called the Sundered Tower of Moil. The nature of the plane as well as the guardians and traps lurking in and around the tower ensure that this will be an extremely challenging quest that your players will never forget.

WHAT YOU NEED TO PLAY

"Prisoner of the Castle Perilous" is a Dungeons & Dragons game. You need the *Player's Handbook* and *Dungeon Master's Guide* to play. Within this adventure, abbreviations indicate materials that appear in other supplements. Those supplements and their abbreviations are as follows: *Book of Vile Darkness* (*BV*), *Complete Divine* (*CD*), *Complete Warrior* (*CW*), *Dungeon Master's Guide* (*DMG*), *Fiend Folio* (*FF*), *Libris Mortis* (*LM*), *Monster Manual* (*MM*), *Monster Manual II* (*MM2*), *Monster Manual III* (*MM3*), *Planar Handbook* (*PlH*), *Player's Handbook* (*PH*), *Spell Compendium* (*SC*).

PREPARATION

Before you run this adventure, you should familiarize yourself with the properties of the Negative Energy Plane detailed on page 157 of the *Dungeon Master's Guide* and included in this adventure for your convenience. To survive more than a few minutes on this life-hating plane, the PCs need access to magic items or spells that provide long-term protection from it. Having a cleric

in the party that can channel positive energy is also beneficial, but not ultimately necessary.

ADVENTURE BACKGROUND

Years ago, a wizard aspiring for lichdom named Acererak clashed with a paladin named Sir Pentivel, who was rising in the ranks of his faith. Their contest of might and magic resulted in the defeat of Acererak, who fled from his enemy before he could be slain. Long years passed and Acererak brooded over the setbacks Sir Pentival had imposed on his plans. Acererak attained his goal of lichdom and later transcended his physical form to that of a powerful demilich whose name has evoked fear and awe for decades.

However, before there was a Tomb of Horrors, Acererak avenged himself upon Sir Pentival. In the twilight of Sir Pentival's life, he had become a saint among the followers of the church of Pelor. Some even say he was destined for hero-deity status. Yet one day he simply vanished, leaving bewildered followers wondering at his strange and sudden disappearance. The most powerful divinations and miracles failed to bring him back or even point to where he had gone.

Acererak meticulously plotted his revenge for many years, shoring up every conceivable hole in his plan. He had extensively studied the Negative Energy Plane and the fractured, dead remains of a city named Moil trapped in a lightless demiplane. There he discovered many useful secrets and lost arcane engineering marvels. Using powerful magic, Acererak tore one of the trapped city's towers from it and set it adrift in the Negative Energy Plane. The demilich transformed what he dubbed the Sundered Tower of Moil into a drifting, extraplanar prison, which sages and experts call a castle perilous. Acererak intended this castle perilous to hold his old enemy, Saint Pentival, and had a series of experiments and a variety of torture techniques lined up for the old paladin. When he was finally ready, he made good on his plan and captured Saint Pentival and imprisoned him in the belly of the Sundered Tower of Moil.

Acererak soon bored of tormenting his foe since he had many other schemes to which to attend. The demilich created a simulacrum of his physical form and left it in charge of the tower to administer to the imprisoned saint. But due to Acererak's greed for power, he found himself eventually vanquished by powerful heroes that refused to stand idly by.

Years went by, and, left to its own devices and realizing that its master was no more, Acererak's simulacrum made a startling discovery: By using the ancient arcane engines housed in the Sundered Tower of Moil it could siphon the soul stuff of living beings to create the substance to engineer its own soul—to become a real being, not just a shadow of its creator. The only problem was that the *soul machine* required a vast amount of souls to effect such a transformation. The strength of each soul was greatly reduced when channeled through the *soul machine*. No matter how diligently Acererak's simulacrum studied the machine and the texts housed in the tower, he could not find a way to maintain the strength of souls during the process of siphoning them. Thus, the process was agonizingly slow, lasting many years, but eventually he accomplished his designs. The simulacrum became a real creature, a powerful lich like its former master, with all of the same schemes and machinations of the original and a few more, but at the cost of literally hundreds of living beings.

When the newly transformed Acererak attempted to leave the Sundered Tower of Moil, he found that though he had accomplished his original goal, the powerful spells used in his creation as a simulacrum included a few that bound him to the tower.

In the following years, Acererak learned a few other uses for the *soul machine*. Indeed, he discovered that with enough raw soul stuff stored up, it could transform or create a wide variety of life forms. But its goal was freedom from the tower and more power. With enough souls, it could transform itself into a powerful demilich like its predecessor. The process would take many years, but, if nothing else, Acererak is a patient creature.

Thus was set in motion a cunning plan to lure more creatures to the tower—adventurers and any fools that wasted their time still searching for Saint Pentival would come to the Sundered Tower of Moil where Acererak could snare them like a spider in its web and harvest their souls for his grand plan of ascension. Using the undead and living cultists the new Acererak had attracted under the pretense of being the physical manifestation of the real Acererak the Devourer, he started a few rumors on the Material Plane where the right ears would hear them. The scheme worked stunningly well. Now, many years later, the second incarnation of Acererak teeters on the brink of his ascension to demilich. However, when a recent group of new victims entered the tower, one of them escaped the lich's clutches with a bit too much information about Acererak's vile operation. A group of cultists has been sent to capture or at least silence the escapee, but their efforts may have the undesired result of attracting the

interest of a new group of heroes that may prove more of a match than the scheming lich can handle.

ADVENTURE SYNOPSIS

The adventure begins when the PCs are summoned to the nave of the local church of Pelor where a wounded and distraught wizard has suddenly arrived. He claims to have escaped from Acererak in a horrific tower full of undead and human cultists. These beings are sucking the souls from living beings into an immense machine for some foul purpose that Acererak himself is behind. As he tells his tale, a strike force of cultists arrive to silence the escaped wizard. In the aftermath of battle, the PCs are asked to journey to Acererak's tower to stop him from continuing his evil plans.

When the PCs arrive at the Sundered Tower of Moil, they may investigate several turrets clinging to the outside of the tower where they discover the arcane engines powering the complex device. They face forsaken shells, vampire wizards, and a modified shadesteel golem that monitors the machinery.

There are several ways to enter the tower, all of them blocked by voidstone doors that can turn the PCs to ash if they are careless. The first of two inner rings is trapped against intruders, exposing them to a flood of necroacidic slime if they trigger it. The second ring is filled with bolts of negative energy deadly to living beings.

Searching through the five levels of the tower, the PCs may encounter a ragewind that guards a powerful brain in a jar that shields the tower and its occupants from divinations. They may deal with traps, vampire wizards, human cultists, plus some death giants guarding a ghaele that knows the secrets of the intricate machinery in the tower. They also could fight a half-fiend four-armed gargoyle, mummy researchers, as well as iron golems that breathe fire and frost.

If the PCs rescue the ghaele from the death giants, they may form an alliance with her. She knows the secret of shutting the machinery down to stop Acererak and even knows how to reverse its flow to significantly weaken him.

Delving into the dungeon below the tower, the PCs face the lich Acererak and his marilith servant. If the PCs destroy the machinery or shut it down with the help of the ghaele, their encounter with the lich is less of a challenge. If not, their confrontation is significantly more difficult.

If the PCs are successful in destroying Acererak, the adventure is essentially over. If they learn the secrets of using the complex magical machinery, they may save the lives of its most recent victims. They can also provide interested parties with knowledge of the fate of Saint Pentival.

ADVENTURE HOOKS

This adventure assumes that the PCs meet the escaped wizard and he tells them of his discoveries in the Sundered Tower of Moil. That plus the cultists' attack should propel the characters into the adventure without much effort on your part. However, if this hook doesn't suit your campaign needs, consider one of the following alternatives.

Church Sponsored Expedition: The church of Pelor intends to follow up on the carefully placed rumors that Acererak's followers are using to bait victims into the Sundered Tower of Moil. News of the possibility of Saint Pentival being alive and trapped on another plane has aroused their interest. They commission the PCs to investigate, providing the supplies and magical gear needed to survive on the Negative Energy Plane.

Rescuing Someone Dear: Acererak's most recent victims include a sibling or adventurer who one of the PCs has mentored. When the PCs learn from the escaped wizard that the individual in question was a member of his adventuring party, the characters may feel motivated on a more personal level to make the trip.

Lost Knowledge: The PCs need to obtain important knowledge known only to Saint Pentival. The PCs learn via Acererak's carefully placed rumors that Saint Pentival is imprisoned in the tower. You can run the adventure as written, though you may need to come up with some kind of vital information the PCs can obtain through *speak with dead* on Saint Pentival's corpse or perhaps written documentation the paladin kept on his person (a scroll, journal, scrap of paper hidden inside a signet ring with a secret compartment, and so on).

CHAPTER 1: THE ESCAPED WIZARD

The adventure begins in any town or city of your choice. It's best if it happens in an area where the PCs are well known and have a heroic reputation—not too difficult for 18th-level characters. As outlined in the Adventure Background, a group of adventurers were recently lured to the Sundered Tower of Moil. It didn't take long for the underpowered group to be overwhelmed and captured by Acererak's minions and subjected to the magical machine. However, one of the ill-fated adventurers, a wizard named Horus the Red Evoker, escaped the lich's clutches.

ENEMIES FROM BEYOND

It was Horus's good fortune that when he cast a *plane shift* spell to escape the Sundered Tower of Moil, the randomness of the spell effect brought him right into the nave of the local Peloran temple. Horus was given healing and sanctuary as he babbled about undead, constructs, the return of Acererak the Devourer, and his adventuring companions who were captured in some sort of extraplanar death trap.

The startled priest on duty at the temple, an elderly gentleman named Father Faulken, called for an acolyte to calm Horus as soon as the wizard started raving about his disastrous adventure. Father Faulken scurried from the temple to seek out the PCs of whom he has heard so much about. He thinks they might know what the distressed wizard is talking about.

ACERERAK: UP TO HIS OLD TRICKS

In Return to the Tomb of Horrors by Bruce R. Cordell, the demilich Acererak laid an intricate trail of clues meant to lure a group of powerful heroes to the Fortress of Conclusion, his lair at the edge of the Negative Energy Plane. He planned to use them as unwilling sacrifices to fuel his transcendence from demilich to something bordering on godhood. Thus, it should be no surprise to see an extension of Acererak up to the same kind of nefarious plotting and scheming within the context of this adventure. As the saying goes, "The apple doesn't fall far from the tree."

When Father Faulken finds the PCs, read:

An elderly man dressed in worn white robes bearing a large golden sunburst and a chasuble covered in holy symbols hanging around his neck hastily approaches. Seeing you, he breathlessly croaks, "Thank Pelor I've found you! There's trouble at the temple. A strange wizard in singed robes, wounded nearly to death, just appeared out of nowhere. I think he teleported there. He's been going on and on about undead chasing him and keeps saying the name Acererak. I think that should mean something, but I don't remember names like I used to. Can you please come with me right away to talk to the gentleman? Maybe with your experience you can make sense of it."

Assuming the PCs follow Father Faulken back to the temple, they enter the nave to find Horus rambling about Acererak and his evil tower, describing it in dramatic detail. Spotting the PCs entering the nave, he recognizes veteran adventurers and turns his attention to them.

Tactical Encounter: Enemies from Beyond (page 19).

Preparations

Before launching an expedition into the Negative Energy Plane, the party most likely needs to make some vital preparations to ensure they survive the experience. The PCs may know a few things about the Negative Energy Plane already. They may also know bits of lore

about Acererak. Allow the PCs to make Knowledge (the planes) and Knowledge (religion) checks and consult the tables below. Whatever preparations they make, remind your players that a bit of urgency is appropriate. From what Horus has told them, his allies may be alive and could be saved from a horrible fate if the adventurers act quickly.

Knowledge (the planes)

DC	Result
20	The Negative Energy Plane is a lightless void of antilife that is home to numerous types of undead.
25	Living creatures that enter the Negative Energy Plane without protection against the effects of negative energy wither and die and become wraiths.
30	The use of positive energy on the Negative Energy Plane (including *cure* spells) is impeded. Distances are hard to judge, light muted, there is no breathable air, and gravity is subjective directional.
35	Powerful liches and vampires have carved out small kingdoms for themselves in small doldrums on the Negative Energy plane. Wraiths, spectres, and wights are often found in their service and others freely wander the plane.

Knowledge (religion)

DC	Result
20	Acererak was a powerful demilich many associated with a deadly dungeon aptly named the Tomb of Horrors.
25	While brave adventurers still occasionally enter the Tomb of Horrors, it is widely believed that Acererak moved on to grander schemes beyond the Material Plane.
30	Acererak is rumored to have constructed a horrific fortress at the edge of the Negative Energy Plane before ascending to something even more powerful, but the creature's vestige still remains.

CHAPTER 2: INTO THE VOID

When the PCs have made all the necessary preparations and enter the Negative Energy Plane, read:

Impenetrable, cold darkness flows over and around you, stretching beyond the very limits of comprehension. It seems to whisper, "Do not struggle . . . give up . . . life is meaningless . . ." What meager light sources you have brought with you seem wan against the great void of antilife and utter dark that spreads out before you.

Welcome to the Negative Energy Plane!

Now that the PCs are here, they may need to figure out which way they need to go if they don't start off with a reliable image or description of the Sundered Tower of Moil. Unfortunately, there are no markers to help them. In this case, the best way to locate the tower is by casting *find the path*, which should lead them straight there. *Divination* can point them in the right direction, but it entails an inevitable process of elimination. Having a

gate compass or *greater gate compass* (*PlH* 83) can shorten the PCs' travel time and guesswork tremendously.

Assume that it takes the PCs approximately 2 hours to arrive at the tower if they use *plane shift* or *gate* to arrive on the Negative Energy Plane without a precise destination.

NEGATIVE ENERGY PLANE ENCOUNTERS

If you want to add a few encounters to the adventure as the PCs are heading to the Sundered Tower of Moil, the Negative Energy Plane is home to a variety of life-hating undead. Fighting them on this plane makes a straight-up fight much more challenging. The EL of any encounters you run on this plane are increased by 1 due to the plane's deadly traits. There is a 15% chance every hour the PCs spend traveling on the Negative Energy Plane that they have an encounter. If the roll results in an encounter, roll d20 and consult the Negative Energy Plane Encounters table or simply choose one appropriate for your group.

Negative Energy Plane Encounters

d20	Result	Source	Average EL
01–08	1d6+4 Slaughter Wights	*LM* 121	15
09–10	Grisgol	*MM3* 76	16
11–12	1d4+4 Dread Wraiths	*MM* 258	17
13–14	Banshee	*MM2* 30	18
15–16	1d4 Blood Fiends	*FF* 47	18
17–18	1d6+4 Wheeps	*LM* 132	18
19	1d4+2 Nightwings	*MM* 197	19
20	Advanced Deathshrieker	*MM3* 32	20

FEATURES OF THE NEGATIVE ENERGY PLANE

The following information is vital for you as the DM to know as the PCs adventure on the Negative Energy Plane. Further details can be found in Chapter 6 of the *Dungeon Master's Guide*.

The Negative Energy Plane has the following traits.

Subjective Directional Gravity.

Major Negative-Dominant. Unprotected creatures must make a Fortitude save (DC 25) each round or gain a negative level. A creature whose negative levels equal its current levels or Hit Dice is slain, becoming a wraith.

Minor Negative-Dominant Trait. Some areas of the Negative Energy Plane are less deadly than others. Unprotected living creatures take 1d6 points of damage per round. At 0 hit points or less, they crumble to ash.

Enhanced Magic. Spells and spell-like abilities that use negative energy are maximized (as if the Maximize Spell metamagic feat had been used on them, but the spells don't require higher-level slots). Spells and spell-like abilities that are already maximized are unaffected by this benefit. Class abilities that use negative energy, such as rebuking and controlling undead, gain a +10 bonus on the roll to determine Hit Dice affected.

Impeded Magic. Spells and spell-like abilities that use positive energy, including *cure* spells, are impeded. These spells and spell-like abilities can still be used, but a successful Spellcraft check (DC 20 + level of the spell) must be made to do so. If the check fails, the spell does not function but is still lost as a prepared spell or spell slot. If the check succeeds, the spell functions normally. Characters on this plane take a –10 penalty on Fortitude saving throws made to remove negative levels bestowed by an energy drain attack.

CHAPTER 3: SUNDERED TOWER OF MOIL

When the PCs near the Sundered Tower of Moil, read:

A jagged chunk of rock floats silently in the dark void. A tall narrow tower of glossy, black iron rises into the darkness. Turrets cling to the side of the tower at varying heights, each with a single tall narrow window. Part of a twisted flyway bridge juts out from one of the turrets about halfway up the tower, and ends abruptly.

This tower was once part of a cluster of several other matching towers in the cursed demiplane city of Moil. The broken flyway bridge once connected it to what was called the Tower of Health (see *Return to the Tomb of Horrors* by Bruce R. Cordell).

SUNDERED TOWER OF MOIL FEATURES

The Sundered Tower of Moil is a massive free-floating tower rising from a rocky foundation as if uprooted from the earth. The iron tower rises to a height of 250 feet with a conical roof that rises an additional 50 feet. The five turrets jutting out from the sides of the tower ring the exterior walls at staggered heights, each with a conical roof covered in overlapping iron slates. Of the five turrets, four of them house identical

AD-HOC XP

Combat encounters on the Negative Energy Plane are deceptively tougher than your players may think. The first time a PC attempts to cast a spell or use a scroll that uses positive energy, the true danger involved in combats on this plane becomes clear. While drinking a potion or using other magic items that grant healing work normally (provided they are not spell completion items), they hardly compare to the healing power a high-level cleric can provide and do little more than make a dent in the large amounts of damage the opponents the characters will face are capable of dealing.

PCs with high Concentration scores should have little problem activating their spells. However, characters with less than optimal Concentration scores have a much harder time. Regaining lost hit points can be a very real problem in this adventure. Unless stated otherwise, award the characters an additional one quarter as much (+25%) XP for the challenges they overcome.

machines—magical power generators for the complex machine Acererak uses in area **20** to drain the soul stuff from living creatures. Each one is a rectangular device measuring 8-feet-long-by-4-feet-wide-by-5-feet-high. Cables and tubes run from the generators and into the walls, transferring power through a complex conduction system—two inner rings, one filled with necroacidic slime and the other filled with lightning like bolts of negative energy—down to the *soul machine* in the dungeon below the tower.

The broken flyway bridge leads to the tower's main entrance.

The walls are made of magically treated iron. The exterior walls are 5 feet thick while the turrets and interior walls are 1 foot thick. Slabs of voidstone block all of the entrances into the tower proper, which transform to ordinary iron doors upon uttering a secret phrase. The rest of the interior doors are made of iron and have amazing locks.

Unless otherwise noted, ceilings in the tower and turrets are each 20 feet high and the floors are perfectly smooth iron plates. Each level of the tower is separated by 40 feet of iron that contain parts of the conduction system that transfers power down to area **20**. The separate floors are connected by *levitation* tubes.

The Sundered Tower of Moil and the area immediately around it are known as a doldrum. It has the minor negative-dominant trait. Divination magic of any kind does not function within the tower as long as Korthus in area **8** maintains its *divination block*. Gravity within the tower is normal.

1. BOTTOM TURRET

A pair of faintly glowing torches illuminates a black slab carved into the likeness of a leering demonic face with curled horns. The face blocks an opening leading deeper into the tower. At the center of the chamber, a large rectangular object hums and vibrates. Ragged pieces of tarp cover it and make it difficult to tell what exactly the thing is. Tubes and cables protrude from under the coverings and disappear into holes in the interior tower wall.

This turret is the lowest in relation to the other five and clings to the side of the tower approximately 15-feet up from the ground level of the tower. For the most part, each of the five turrets shares the same features. However, the generator in this one is covered by advanced forsaken shells attracted to the low-powered surge of negative energy that physical contact with them produces. They lay atop the generator until the power surge becomes too intense, at which time they crawl away to other parts of the tower and return later when the effect wears off. They are somewhat of a nuisance to the Engineer, the shadesteel golem that monitors the machines (see area **5**). It drives them away every time it finds them lurking in the turrets.

Tactical Encounter: Bottom Turret (page 21).

2. SECOND TURRET

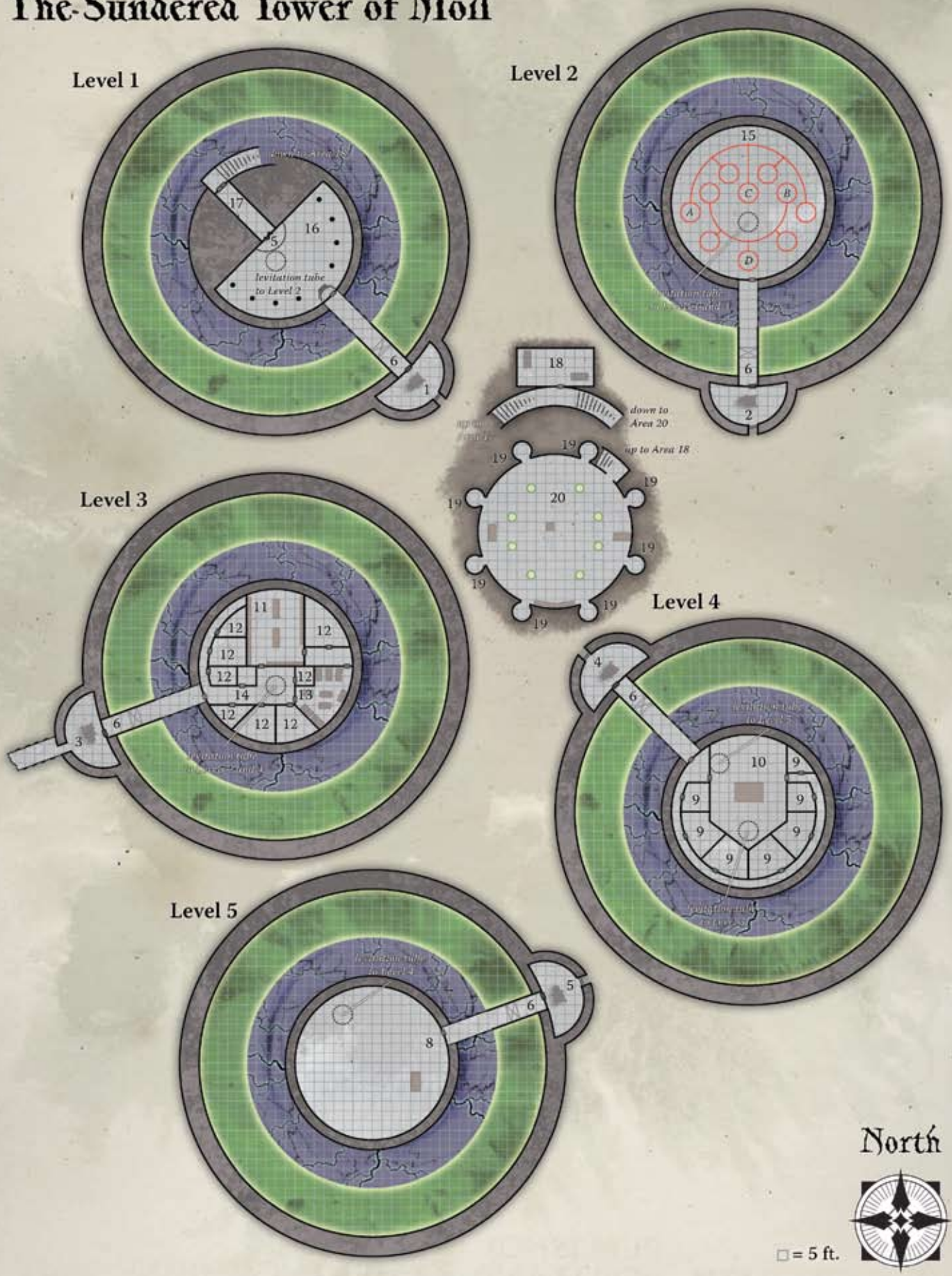
This turret is approximately 40 feet higher than the one on the first level. The blocked entrance leads to areas **6** and 7 on the second level. There is a 25% chance that the Engineer (see area **5**) arrives here to check on the generator 1d4+1 rounds after the PCs enter. If it does, remove it from any future encounter areas if it is destroyed.

3. MAIN ENTRANCE

This turret clings to the side of the tower approximately halfway up its outer surface. A wrecked bridge of metal protrudes from a wide opening into the turret. The bridge is twisted and ruined, sticking out into the black void and ending prematurely in jagged pieces like long broken fingers sheered off abruptly. The interior of the turret is empty except for a pair of torches that flank an archway. The archway is blocked by a slab of black stone sculpted into the likeness of a leering demonic face with curling horns protruding from its forehead.

Like the other turrets, the main entrance is blocked by a voidstone door. Other than the iron bridge and the absence of a generator in this turret, it is identical

The Sundered Tower of Moil



to area 1. The broken flyway bridge juts out from the turret approximately 30 feet: hardness 20, hp 360.

4. FOURTH TURRET

Two vampire elf necromancers are studying the *spirit engine* housed in this turret. They are exchanging their insights in Elven as to what was involved in creating it and how it produces energy.

Tactical Encounter: Fourth Turret (page 23).

5. THE ENGINEER

The fifth turret clings to the tower at its highest level. It is much like the other four. However, unless encountered already, the Engineer is here monitoring the output and overall condition of the *spirit engine* in this chamber. The Engineer is a modified greater shadesteel golem that keeps the generators in perfect working condition and attacks any intruders in the turrets housing the generators unless they bear Acererak's leering demonic face symbol somewhere on their person.

Tactical Encounter: The Engineer (page 25).

6. NECROACIDIC SLIME

This area is dim and chill despite the lantern dangling by a chain from the 20-foot-high ceiling where the walls form a tall triangle. Grinning demonic faces spaced every 5 feet leer down at you menacingly.

If the PCs study this corridor without triggering the trap, a DC 25 Search or DC 20 Knowledge (architecture and engineering) or Craft (metalworking) reveals that the construction is newer than the rest of the tower and made of a different type of metal. It also reveals that the walls, floor, and lantern are etched as if with acid. The floor contains many circular depressions spaced a few feet apart the entire length of the corridor. Exactly 1 minute after the trap is triggered, it re-arms itself and holes appear inside the circular depressions. The slime is then magically sucked out of the corridor and back into the outer ring surrounding it.

Acererak had these trapped corridors built to utilize the powerful life-killing slime the first outer ring contains. The slime provides a complex filtration and conduction system for the powerful energy produced by the magical generators and has the added benefit of killing living beings Acererak wishes to keep out. It is transformed into the black lightninglike energy in area 7 and carried down to area 20 by more complex conduction devices built into the walls.

When Acererak is expecting intruders, he disarms the traps to allow new victims into the tower unmolested. However, when he is busy extracting the soul stuff of a successfully captured new group of victims,

GETTING PAST THE VOIDSTONE DOORS

Because of the nature of the *wishes* used to place these barriers in the tower, transmutation magic does not affect them (*passwall, stoneshape, stone to flesh,* and so on). The PCs may easily bypass them with the password (if they learn it), but otherwise spells such as *dimension door* are a viable way to get past. The down side is that they probably end up in areas 6 or 7. If the PCs examine the voidstone door, they can attempt DC 20 Search or Knowledge (architecture and engineering) checks to notice that it is not fastened to its frame or even touching the tower. Small gaps around the demonic slab could be used to navigate past, provided the PCs have the magical resources or powers needed to alter their sizes or body composition to Diminutive size or smaller, or to become gaseous. Of course, they might also use magic to simply deal enough damage to destroy it. The PCs can also attempt to physically batter it down, though this is by far the riskiest way of dealing with it.

he arms the traps so as not to be interrupted while he is at work. When the PCs enter the tower, the traps are armed while Acererak prepares Horus's adventuring companions for extraction.

The lantern and chain hanging from the ceiling is made of a combination of magically treated ordinary and transparent iron, and it contains a *continual flame*.

Trap: The faces of the Devourer in relief along the walls are made from the same magically treated iron as the walls and floor. The motion of any corporeal object of Diminutive size or larger crossing the threshold at the center of the corridor causes a *wall of force* to form at each end of the corridor blocking the two exits. Also, an iris inside each of the mouths opens, spewing necroacidic slime into the corridor until it is completely filled in 10 rounds. One of the demonic faces on each floor contains a hidden switch inside its mouth instead of an iris. If located and pulled (Search DC 25), it disarms the trap for that hallway until the switch is pushed back to the "armed" position. Once one of these switches has been found, Search checks to find those on other floors are made with a +10 circumstance bonus.

Necroacidic Slime Trap: CR 17; mechanical; location trigger; automatic reset after 10 rounds; hidden switch bypass (Search DC 25); necroacidic slime (15d6 per round; acid; plus 1 negative level per round; Fortitude DC 30 resists the negative level); Search DC 30; Disable Device DC 25. Two *walls of force* block the exits (CL 20th).

7. BLACK LIGHTNING

A wide open space separates the outer corridor from an alcove with an iron door on the other side. A flat iron bridge with thin decorative guardrails spans the gap between the two areas. Dozens of bolts of black lightning flicker from one wall to the other, filling the air with the concussive sounds of popping and crackling and a flesh-numbing chill.

The energy produced by the turrets is conducted through and buffered by the slime filling the first outer ring. It is converted to filaments of negative energy and conducted down to the main components of the *soul machine* in the dungeon.

If the PCs alter the power output of the generators in areas **1**, **2**, **4** and **5**, the negative energy bolts flashing through this area are likewise altered. For each decrease in power output, the damage the negative energy bolts deal is decreased by 2d6 and the CR is 1 lower. For each *increase* in power output, the damage and CR is increased by the same amount. If all of the generators are shut down, there are no bolts of negative energy in this area whatsoever.

The alcove at the end of the iron bridge has two everburning torches that provide a limited source of light. The bridge appears dangerously thin for the distance it spans (2 inches thick). However, it is made of the same magically treated iron as the rest of the tower and thin support beams beneath it ensure that it can stand up to whatever weight is placed on it.

Each of the iron doors keyed to this location open to a different location. On level 5, the door opens into area **8**. On level 4, the door opens into the corridor adjacent to areas **9** and **10**. On level 3, the door opens into area

EMPTYING THE OUTER RING

An adventure usually only goes as planned until the players interact with it. When playtesting this adventure, two groups attempted to bore a hole through the outer wall of the tower to create their own entrance and to empty the slime from the first ring. The tactic failed both times due to the effect of the otherwise inert liquid interacting with the subjective directional gravity prevalent outside of the tower. Once the slime began to escape through the hole and made contact with the gravitational conditions outside of the tower, it floated in place in front of the hole—essentially plugging it.

14. On level 2, it enters area **15**. And on level 1 it enters through the huge demonic face in area **16**.

Negative Energy Bolt Hazard (CR 16): Creatures that cross the bridge or enter the area of this inner ring are targeted by 1d6 bolts of negative energy each round. The bolts make a ranged touch attack with a +14 bonus. Each hit deals 10d6 points of negative energy damage, halved with a successful DC 24 Fortitude save. Undead struck by the negative energy bolts are instead healed. Any excess hit points beyond their normal total are kept as temporary hit points that last for 1 hour.

TOWER LEVEL 5

Korthus usually is found on this level.

8. The Thing in the Jar

This large room contains a wooden table covered in hundreds of books, and a tall iron statue of a stern-faced man with a close-cropped goatee. The statue wears robes of a curious style and stands with its arms crossed over its chest. The top of the statue's head appears to have been cut away. A bluish glow emanates from the open cavity and shines through eye holes in the statue's face. An open book from the table hovers in the air in front of the statue, its pages turning rapidly by some unseen force.

This room is the lair of an ancient brain in a jar named Korthus. It hails from the alternate Material Plane city of Moil. Korthus's mental powers are quite potent, but more importantly it has the unique ability to block divinations directed at it or used within the tower since it is linked to the Sundered Tower of Moil in some inexplicable way.

To ensure that Korthus is not disturbed, Acererak has commanded a ragewind named Legion to guard this chamber.

Tactical Encounter: The Thing in the Jar (page 27).

TOWER LEVEL 4 (AREAS 9–10)

This level has two areas of note.

9. Barracks

These rooms were once used as the personal quarters of the Moilian researchers and magical artificers that lived and worked in this tower. The beds and furniture are covered in a thin layer of dust. They hold nothing of any value to the PCs, though they could serve as an area to hole up and rest if the characters have no other alternatives. The iron door leading out to areas **6** and **7** on this level is locked: hardness 10; hp 60; break DC 28; Open Lock DC 40.

10. The Lady in the Bottle

Two death giants use this room as a place to pass the time while they stand guard over a ghaele named Rainmoon who was captured while exploring the tower. Rainmoon is under the effects of a *binding* spell (minimus containment). She is currently 1 inch tall and wears shackles of cold iron around her wrists and ankles, which anchor her to the bottom of a crystalline bell jar sitting on top of the large wooden table the two giants are using to play Three Dragon Ante.

Tactical Encounter: The Lady in the Bottle (page 30).

TOWER LEVEL 3 (AREAS 11–14)

11. Research Room

The two doors into this chamber are always locked. The occupants and Acererak each have a copy of the key that opens them.

This central chamber served as a repository for the collective research the Moilians conducted in this tower. Much of it dealt with the mysteries of the human soul and manipulating the elements to give and take life or even to alter it.

Acererak has assigned a group of powerful mummies the task of combing through the tomes lining these bookshelves to learn all there is to know about the *soul machine* and its applications.

Tactical Encounter: Research Room (page 33).

12. Cultist Chambers

This chamber is furnished with two large beds separated by a folding wooden partition decorated with sunbursts on one side and moons and stars on the other. Each half of the room contains a chest of drawers with a washbasin and hand mirror on it, and a simple desk. A round wooden table with four matching chairs occupies the centermost portion of the chamber.

POSITIVE ENERGY IN THE TOWER

If the PCs change all of the spirit engines to produce positive energy instead of negative energy, the ectoplasm filling area 6 and the energy bolts in area 7 become positive energy instead. The necroacidic slime becomes posiplasma and loses its acidic quality, while the black lightning becomes charged with blinding light—both deal the same amount of damage, but now they use positive energy (see the DMG for the effects of too much positive energy on living creatures).

These rooms serve as the private sleeping chambers of Acererak's living cultists. For each room the PCs enter, there is a 25% chance of encountering four cultists gathered there in study. The cultists are formed into teams of four. Each team shares a single spellbook from which they prepare all of their arcane spells. Once the PCs encounter a group of cultists in one of these rooms, there are no more encounters with them in any of the others keyed to this location.

13. Cadaver Chamber

This oddly shaped chamber is filled with rows of metal tables, most of which are occupied by unclothed humanoid bodies. The cleaned wounds most of the cadavers bear clearly reveal the ways they died. Still, some of the bodies look quite healthy and unmarred, as if they are merely sleeping.

A series of metal shelves on the opposite wall hold numerous tools such as saws, knives, clamps, needles, and other oddments that serve no obvious purpose.

With so many corpses gathered here, the room smells surprisingly pleasant, though a heavy chill hangs in the air.

This room serves as a morgue for Acererak and his minions to store their kills until they are needed for animation, parts, or special spell components. A permanent *gentle repose* effect in the chamber keeps the bodies fresh.

The cadaver chamber is also the haunt of an extremely powerful dread wraith named Merkkor. In life, he was a warlord whose strength and accomplishments were unmatched by any mortal. The corruption and evil of his soul was so great that it physically consumed him and transformed him into a wraith. Banished from the world of mortals, he wandered the Negative Energy Plane for hundreds of years until he recently met Acererak while exploring the Sundered Tower of Moil.

Acererak placed the horrid creature under its command with the promise of allowing it to feast on the souls of a few of his victims in exchange for serving him

NOT HARD ENOUGH?

If the PCs are having too easy a time of this adventure, feel free to add in more cultists by using the statistics found in the prelude or in encounter 16.

in whatever capacity Acererak needed him for. Under the compulsion of the *control undead* spell, Merkkor finds the agreement quite satisfactory. One stipulation that the dread wraith chafes at is that he may not attack any of Acererak's mortal followers unless given permission.

Since Merkkor cannot attack the mortals in the tower, he spends his time here enjoying the lingering aura of soul stuff clinging to some of the recently deceased.

Tactical Encounter: Cadaver Chamber (page 35).

14. Levitation Tubes

Two levitation tubes enter this chamber, one from area **10** above; the other descends to areas **15** and **16**. A person levitating between the two shafts may simply will themselves out. The iron door depicted on the map that enters areas **6** and **7** is locked: hardness 10; hp 60; break DC 28; Open Lock DC 40.

TOWER LEVEL 2 (AREA 15)

The second level has one area of note.

15. Fire and Ice

An iron door in one wall and a round shaft in the floor and ceiling provide exits from this huge chamber that are dominated by a pattern of deep slots in the ground with tangential slots ending inside rings of archaic engravings. The slots form half circles, one smaller than the other. Two 12-foot-tall iron statues of Herculean humanoids with grimacing demonic faces, fiery eyes burning orange and blue, respectively, and long curving horns protruding from their foreheads stand atop short, round platforms at opposing ends of each series of slots.

This huge chamber is part of an elaborate puzzle Acererak has engineered to keep his phylactery hidden. If solved, it summons a locked chest hidden on the Ethereal Plane that contains his gemstone phylactery. Two modified iron golems stand on short pedestals that may be moved about the room along slots indicated on the map with surprising ease (DC 10 Strength check). Branching tracks end inside rings of archaic symbols.

With a successful DC 30 Decipher Script or Knowledge (architecture and engineering) check, the PCs recognize the archaic symbols on the floor as mathematical equations. The rune circles marked **C** and **D** each contains a formula that designates a spot on the ground exactly between the two. The rest of the symbols are unsolvable equations.

The puzzle may be solved by pushing the pedestals into the circles marked **C** and **D**. The golems are passive while they are moved around. If their pedestals are moved into any combinations of rune circles other than the correct ones, they attack any creatures in the room.

If the PCs solve the puzzle by moving the pedestals into the correct positions, read:

The pedestals glide smoothly into the runic circles and stop with an audible click. They rotate until the statues face each other. The massive iron men bend forward and blow clouds of frosty air and gouts of fire at each other. A billowing cloud of steam forms where the two opposing elements meet. After a moment the statues cease their activities and the steam dissipates. A large chest made of ivory with golden fittings hovers in the air where the steam dissipates.

Tactical Encounter: Fire and Ice (page 36).

TOWER LEVEL 1 (AREAS 16–17)

Two areas of note are on the first level.

16. Shrine of the Devourer

At one end of this large room, a huge demonic face of tarnished green iron juts from the wall. Inside its gaping maw, an iron door exits the chamber. Iron stairs lead down from the mouth. Short iron pillars spaced around the room are topped by skulls facing outward in all directions. Each skull contains a green flame that floods the room with its unpleasant glow.

At the far end of the room, a collection of bones have been cobbled together to form a huge open hand. A horned humanoid skull hovers in the air above the bone hand. Its teeth are made of red gemstones, its eye sockets filled with two large sapphires, and black flames surround the top of the skull like a crown.

A large fiendish-looking gargoyle with four arms crouches atop a short dais behind the bone hand and skull. Its head is that of a vulture with a wicked horn jutting from its forehead. It has the wings of a large bird. A group of black-robed figures praying softly kneel reverently before the floating skull, which seems to watch them dispassionately.

A *levitation* tube from areas **14** and **15** enters the room from the ceiling 30 feet above. A glowing red ring on the floor directly underneath it indicates where one should stand to ascend into the tube.

This room serves as a shrine to the real Acererak—the Devourer. There are a total of ten cultists in this room. If the PCs have already encountered a group of cultists at area **12**, remove four of them from this encounter if

they were defeated there. The gargoyle crouched atop the dais acts as the spiritual leader of the cult as well as the guardian of the shrine. It is a unique creature called the Spawn of the Mother, the result of one of Acererak's breeding experiments involving a four-armed gargoyle and a vrock named Ehiuzrek.

The floating skull is inanimate. It is under the effects of a permanent *levitate* spell. It occasionally turns this way and that as if observing its surroundings, but poses no threat to the PCs. The entire chamber is under the effects of an *unhallow* spell. The shrine itself provides the benefit of a *dimensional anchor* spell in a 40-foot radius from the skull.

Tactical Encounter: Shrine of the Devourer (page 37).

17. The Blade and the Eye

The corridor comes to an end at a pair of large double doors that seem to be made of glass. The pull rings on each door are normal iron, and where the doors meet, they form the shape of a broad downward pointing sword. A huge crystal eye protruding from the lintel above the door blinks, then watches you as you approach.

Stone stairs on the other side of the doors wind downward into the rocky foundation from which the tower ascends.

A lantern hanging from the ceiling contains a *continual flame* that provides illumination for the short corridor. The doors are made of transparent iron: hardness 20, hp 120. Though they are not locked, a terrible trap wards them. Anyone who does not utter the phrase, "Great Devourer, let thy servant pass," before opening them triggers the trap. The eye is simply a large crystal sphere with a *permanent image* in the recess behind it that gives it the appearance of a sentient ocular organ observing anyone in the corridor.

Should the PCs attempt to get past the door by non-physical means, the *dimensional anchor* affect from area **16** extends to the end of the corridor. However, a *gaseous form* spell or assuming the shape of a Tiny flying creature allows PCs to pass through the sword-shaped gap without actually touching the doors. An *antimagic* or *dispel magic* spell may also be used to suppress the trap long enough for the PCs to pass through the doors safely.

If the PCs trigger the trap, read:

The sword-shaped space between the doors suddenly darkens. From it a sword of crackling black energy materializes and hovers in the air menacingly.

Once the trap is triggered, a *black blade of disaster* is conjured and attacks like a combatant on 17 in the initiative order. If there are no creatures in the corridor, the blade simply hovers in the air in front of the doors until the trap resets or a creature enters.

Black Blade of Disaster Trap: CR 17; magic device; touch trigger; automatic reset; Atk +15 touch; spell effect (black blade of disasterSC, 17th-level wizard, 34d6 disintegrate, Fortitude DC 26 for 5d6 instead); Search DC 34; Disable Device DC 34. The blade attacks the nearest creature to the door for 18 rounds, but does not leave the corridor.

DUNGEON (AREAS 18–20)

The dungeon contains three areas that can challenge the PCs.

18. Coffin Chamber

The stairs stop at a landing where a heavy iron grill blocks the entrance into a side chamber. The room beyond is dark and hard to make out through grill.

The grill is made of magically treated iron and locked (see the tactical encounter).The landing is approximately 20 feet below the first level of the tower. This room branching off of it houses the sarcophagi of the two elf vampire wizards at area **4**. The man is a human fighter named Aeristus Hammel whose adventuring party was captured months ago. The vampires dominated Aeristus and convinced Acererak to let them keep him. He has remained their unwilling source of food and protector of their sarcophagi. His high Constitution score and the magic amulet the elf wizards claimed from another victim and placed around his neck ensure abundant feeding for the vampires. One of the cultists recently used a *lesser restoration* on Aeristus at the vampires' request.

Tactical Encounter: Coffin Chamber (page 39).

19. Power Conduits

Each area keyed to this encounter area contains a thick metal cable crackling with black energy that runs from the outer wall and through a narrow arch into area **20**. The cables act as conduits that transfer the power from the generators into the *soul machine*.

If the PCs alter the power output of the generators in areas **1**, **2**, **4** and **5**, the negative energy passing through these cables is likewise altered. For each decrease in power output, the damage the negative energy from the cables deal is decreased by 2d6 and the CR for the hazard below is decreased by 1. For each *increase* in power output, the damage and CR is increased by the same amount. If all of the generators are shut down, there is no negative energy passing through the conduits.

Negative Energy Hazard (CR 16): Contact with the cables deals 10d6 points of negative energy damage, halved with a successful DC 24 Fortitude save. Undead are instead healed by the same amount. Any excess hit points beyond their normal total are kept as temporary hit points that last for 1 hour. The cables are 1 foot thick and have hardness 10 and 360 hit points. Attacking a conduit cable with a melee weapon deals automatic damage to the creature holding the weapon.

20. Acererak's Lab

Acererak spends nearly all of his time in this large chamber. The process of draining souls and absorbing them is time consuming. When the PCs arrive at the tower, Acererak has donned the *soul crown* and is seated in a chair at the center of the lab absorbing soul stuff from Horus's three companions through the crown. Before starting the long process, Acererak cast his *servant horde* spell and instructed his invisible helpers to mix chemicals, copy notes from the mummy lords into his research ledger, and stitch together body parts with which he plans on creating a flesh golem. While wearing the *soul crown*, he cannot leave the area inside the ring of *receptors*—the tall cylinders surrounding the center of the room. But, should he feel threatened enough, he can simply take it off and allow the *soul machine* to store the new victims' souls for later.

When the PCs enter the lab, read:

A dim glow of sickly brownish-green emanates from eight identical glass tanks full of liquid of the same brackish color, which form a ring around the center of this large chamber. Thick black cables crackling with black energy lead from alcoves in the walls behind the tanks to each of their iron bases. Three of the tanks are bubbling furiously, and the naked humanoid bodies within them jerk and spasm uncontrollably.

At the center of the room within the ring of tanks, a gaunt humanoid figure in black robes covered in spiky silver runes sits atop a high-backed, thronelike chair. The figure's greenish skin is stretched taut over thin bones, and downward-tilting horns protrude from its skull-like face. Its eye sockets are deep pits filled with unholy pinpricks of light. Lank strands of greasy black hair fall to its shoulders, and wisps of the same hang from its pointed chin. Atop the creature's head, a circlet of dull black iron rises to eight tall points ending in small spheres full of roiling smoke. Thin wisps of glowing vapors

trail from the tanks with living beings in them and into the dully glowing spheres.

Outside the ring of tanks, a long stout worktable is occupied by a humanoid thing of cadaver parts being sewn together by invisible hands. On the opposite end of the chamber, a second work table is crowded with alchemical equipment. Powders and liquids are being mixed, stirred, or heated over small flames by more unseen hands. Farther along the wall, a tall bookcase is crowded with old tomes and scrolls, many of them covered in sinister runes and bound in odd leather. The pages of a thin journal on a small desk near it flip from one page to the next of its own accord while a quill scribbles notes onto a second journal next to it, occasionally dipping into an inkpot on the desk.

If the PCs have shut the *soul machine* off completely, the liquid inside the *receptors* is a dying glow and the bodies float lazily in the tanks.

Acererak is not alone. Using a *greater planar binding* spell, he summoned a marilith to his lab and eventually came to an amicable agreement with the demon. In return for guarding him and his lab, Acererak has promised to empower the marilith with the *soul machine* once they have collected enough living souls. The marilith is content and patiently waits for the promised payment while fulfilling her end of the bargain.

Tactical Encounter: Acererak's Lab (page 40).

CONCLUDING THE ADVENTURE

If the PCs defeat Acererak and destroy his phylactery, the threat he poses to living beings is ended. However, the adventure is far from over if any of the cultists remain to carry on his work in the Sundered Tower of Moil. If the PCs destroyed only Acererak's physical form, but not his phylactery, the lich will soon be back and renew his efforts at becoming a demilich. He'll be free to wander the multiverse as he wishes—perhaps to search out the PCs for revenge. Even if the PCs eradicate all of his minions, it won't take long for Acererak to attract or even create new ones. Thus, the cycle of deception and death begins again.

The tower itself is a conundrum. While it is in the Negative Energy Plane, the PCs are in constant danger of encountering new undead creatures, who are attracted to the tower, or allies of Acererak, who come to visit if the characters plan to stay. There are also the harmful effects of the plane to consider. The Sundered Tower of Moil is a powerful artifact that can return life to the dead, regenerate lost limbs, and heal nearly any malady. In the right hands it can be a powerful tool for good. In the wrong hands, the *soul machine* is a threat to the well being of every living being. But how do the PCs remove it from the Negative Energy Plane? These are dilemmas that resourceful players and powerful characters are sure to find the answers to. Remember, too, the powers of the *soul machine* need not be limited to what has been described in this adventure. The Moilian texts in area **11** may be used to figure out new powers and hint at even more.

If the PCs successfully complete the adventure by destroying Acererak and his cult, award them 10,000 XP each as a story award. If they save the captive adventurers in the receptors of the *soul machine* before Acererak can extract their souls, award an additional 10,000 XP each.

ABOUT THE AUTHOR

Stephen S. Greer lives in Las Vegas, Nevada, with his wife and daughter where he's a gun-toting process server by day and a freelance writer and gaming enthusiast by night. His writing credits include adventures in *Dungeon Magazine,* Paizo Publishing's GameMastery adventures, Goodman Games' Dungeon Crawl Classics, and contributions to articles in *Dragon Magazine.* He's a big fan of the original *Tomb of Horrors* and humbly offers this adventure in homage to Gary Gygax and his legacy.

APPENDIX

SOUL MACHINE (MAJOR ARTIFACT)

The *soul machine* is a marvel of magical engineering created by a long-dead civilization called the Moilians. It is so extensive that it required a staggering tower to house all of its component parts. It is made up of four *spirit engines*—powerful magical generators that create large amounts of positive and negative energy—housed in turrets, an *ectoplasm ring* used to buffer and channel the energy to the *lightning ring* where the energy is passed to the *core*, and eight *receptors* that receive concentrated energy from the *core* and pass it through into the *soul crown* worn by the subject creature—an adamantine circlet with eight points ending in small crystal spheres filled with smoky mist.

The *soul machine* can reproduce the following spell effects when set to positive energy:

3/day—*heal* (CL 20th) when the power level is on low.

2/day—*regenerate* (CL 20th) when the power level is on medium.

1/day—*resurrection* (CL 20th) when the power level is on high.

The *soul machine* can reproduce the following spell effects when set to negative energy:

3/day—*harm* (CL 20th) when the power level is on low.

2/day—*slay living* (CL 20th) when the power level is on medium.

1/day—*create greater undead* (CL 20th) when the power level is on high (this requires that the *soul crown* be placed on a once-living sentient being which is transformed into the chosen undead from the list in the *PH*).

1/day—the *soul machine* can draw the souls from up to eight living subjects placed inside one of the *receptors*—large capsules filled with magical ectoplasmic liquid—to accomplish astounding alterations on living or undead beings (depending on what type of energy is used). The creature in the *receptor* is killed in the process, and their soul is either stored or used immediately by the subject wearing the *soul crown*. The process takes 24 hours. With the power drawn from fifty souls, a creature wearing the *soul crown* can will itself into any new corporeal form it desires of its same HD or less. With one hundred souls, this transformation can increase the subject's HD up to 5 more than it currently has. With up to two hundred souls, the HD increase is 10. With up to four hundred souls, the HD increase is 15. The *soul machine* cannot store more than four hundred souls.

While any of the above powers are being used, the creature wearing the *soul crown* cannot leave the perimeter of the ring formed by the *receptors* unless it removes the *soul crown*, which aborts the *soul machine's* current task.

Each of the *spirit engines* has its own magical key used to switch it back and forth between positive and negative energy. Without the keys, the power output can still be switched with a DC 35 Use Magic Device check. Each *spirit engine* has a control panel in a shallow depression on the side facing the interior of the tower. The panel has a key hole with the Moilian symbol for positive and negative energy to ether side, four glowing red buttons with Moilian symbols representing the numbers 1–4, a glowing crystal stud that indicates that the spirit engine is on, and a small crystal hemisphere that contains an arrow pointing to a half circle that represents the level of power being produced. Part of the half circle to the left is black; most of the rest is red; a small portion to the right is orange, and a sliver farthest to the right is yellow. When the *spirit engine* is at low power, the arrow points to the black; at medium power, it points to the red; at high power it points to the orange. If the spirit engine is producing too much power, it points to the yellow.

The controls can be used as follows:

Decrease Power: Pushing buttons 4, 3, 1, 2 in that order decreases the power level one step. For example, if the arrow indicator is currently in the red, it moves to the black area (if it is already in the black there is no change).

Increase Power: Pushing buttons 1, 2, 4, 3 in that order increases the power level by one step. For example, if the arrow indicator is currently in the black, it moves to the red, and if it is currently in the red, it moves to the yellow area.

Shut Down: By pushing buttons 1, 4, 3, 2 in that order, the spirit engine shuts down after 1 full minute.

Overload: If the power level is increased to maximum, the gauge points to yellow and the light in the crystal stud flashes quickly. After 1 hour, the power level automatically returns to high and the crystal stops flashing. However, if all four *spirit engines* are set at maximum, they begin to build up extremely destructive levels of power. If not manually returned to a safe level of power within 1 hour, the surge of energy built up creates an explosion that deals 1,000 points of damage to everything inside and within 50 feet of the tower. Creatures outside of the tower may make DC 30 Reflex saves for half, though in most cases that much damage will destroy them.

Energy Surge: Physical contact with a *spirit engine* while it is on deals 1d6 points of positive or negative energy damage, depending on which type the *spirit engine* is set to. A negative energy surge heals undead while a positive energy surge heals living beings. This damage is negated with a DC 25 Fortitude save.

While all of the powers detailed above are known and catalogued in the research manuals of its Moilian creators, the same texts confess that only a fraction of the applications the *soul machine* could be used for are known.

Strong conjuration, necromancy, and transmutation; CL 20th.

Enemies from Beyond

Encounter Level 17

SETUP

After Horus escaped, Acererak wasted no time in sending his cultists after him. Using divinations beyond the tower walls, they tracked him to this temple. A wizard in the tower cast *plane shift* to send them close enough to the temple for one of them to use a scroll of *teleport* to arrive at the nave. The cultists have cast *bless* (one of them only), *bull's strength*, *burning sword*, *cat's grace*, *entropic shield*, *false life* (10 hit points), *fox's cunning*, *greater mage armor*, *living undeath*, *mantle of evil*, and *shield* prior to this encounter (included in their statistics). The cultists start this encounter in the squares marked **C**. Horus's location is marked with an **H**. Father Faulken and the acolyte retreat deeper inside the temple until the encounter is resolved.

When the PCs enter, read:

A middle-aged man with disheveled blond hair and singed robes sits on a bench in the nave where a young priest is attempting to calm him. Seeing you enter, he leaps to his feet and shouts, "Please! You must help me! My friends may still be alive. Acererak cannot have had time yet to claim their souls in that foul device of his!" He suddenly goes silent, looks behind you with terror, and shouts, "They've found me!"

A group of black-robed men enter the temple muttering words of power as they begin to cast spells.

4 Acererak Cultists — CR 12

hp 67 (12 HD)

Male or female human cleric 6/wizard 6 (necromancer)
CE Medium humanoid
Init +4; **Senses** Listen +8, Spot +8
Languages Abyssal, Celestial, Common, Draconic, Infernal

AC 24, touch 14, flat-footed 20
(+4 Dex, +6 armor, +4 shield)
Miss Chance ranged 20% *entropic shield*
Immune critical hits and sneak attack damage (*living undeath* spell)
SR 18 (against spells with the Good descriptor only)
Fort +8, **Ref** +8, **Will** +12

Speed 30 ft. (6 squares)
Melee +2 *sickle* +13 (1d6+4 plus 1d6 fire and an additional 1d10 fire on a critical hit) or
Melee touch +11 (spell effect)
Ranged touch +11 (spell effect)
Base Atk +7; **Grp** +9

Special Actions death touch (1/day, 6d6), rebuke undead (2/day, 2d6+5, 6th), spontaneous casting (*inflict* spells)
Cleric Spells Prepared (CL 6th)
3rd—*animate dead*[D], *mantle of evil*[SC†], *wind walk*
2nd—*bull's strength*[†], *cure moderate wounds*, *death knell*[D], *living undeath*[SC†], *sound burst* (DC 14)
1st—*bless*[†], *cause fear*[D] (DC 15), *deathwatch*, *entropic shield*[†], *summon undead I*
0—*cure minor wounds* (2), *guidance*, *resistance* (2)
Wizard Spells Prepared (CL 6th)
3rd—*greater mage armor*[SC†], *lightning bolt* (DC 18), *vampiric touch* (+11 melee touch) (2)
2nd—*burning sword*[SC†], *cat's grace*[†], *false life*[†], *fox's cunning*[†], *ray of sickness*[SC] (+11 ranged touch)
1st—*corrosive grasp*[SC], *magic missile* (2), *ray of clumsiness*[SC] (+11 ranged touch), *ray of enfeeblement* (+11 ranged touch), *shield*[†]
0—*acid splash*, *mage hand*, *message*, *prestidigitation*
Prohibited schools: Enchantment, Illusion
D: Domain spell. Deity: Acererak. Domains: Death, Knowledge
† already cast

Abilities Str 14, Dex 18, Con 12, Int 20, Wis 15, Cha 4
SQ summon familiar
Feats Alertness, Combat Casting, Empower Spell, Greater Spell Focus (Necromancy), Scribe Scroll[B], Spell Focus (Necromancy), Spell Penetration, Weapon Finesse
Skills Concentration +15, Knowledge (arcana) +18, Knowledge (history) +10, Knowledge (local) +10, Knowledge (religion) +18, Knowledge (the planes) +17, Listen +8, Spellcraft +18, Spot +8
Possessions +2 *sickle*, *amulet of attunement* (see sidebar), silver unholy symbol (leering demonic face), spell component pouch

Death Touch (Su) 1/day, an Acererak cultist may attempt a melee touch attack against a living creature. If the touch attack succeeds, roll 6d6 and if the total equals or exceeds the creature's current hit points, it dies (no save).

TACTICS

Two cultists cast *ray of sickness*, *ray of enfeeblement*, and *ray of clumsiness* in succession on enemies that seem to pose the biggest threat. Of the remaining two, one casts *lightning bolt* at Horus, and the other casts *vampiric touch* and makes a touch attack on the nearest enemy. Horus is currently at full hit points, but he has no more spells for the day (use the stats for an 11th-level wizard found on page 126 of the *DMG*). On subsequent rounds, the cultists do what they can to target Horus. They fight to the death.

AMULET OF ATTUNEMENT

This amulet of smooth, unadorned black stone allows a living creature wearing it to function normally on the Negative Energy Plane without suffering its ill effects. The *amulet of attunement* protects the wearer only against the Negative Energy Plane itself, however, not from its denizens or effects produced by them, and not from unnatural formations found on the plane.

Faint abjuration; CL 3rd; Craft Wondrous Item, *avoid planar affects;* Price 24,000 gp

DEVELOPMENT

Once the PCs defeat the cultists, they and Horus have more time to discuss recent events without interruption. If he survived, he is shaken and now more desperate than ever for the adventurers to go to the Sundered Tower of Moil to stop Acererak (and to stop more cultists from coming after him). He can provide the following information:

- Acererak, the legendary demilich, has somehow regained his physical form.
- The newly corporeal creature is using living beings from the Material Plane to fuel some kind of transformation into a being of even greater power.
- Acererak has a number of prisoners in his stronghold, and he's leaching their life force somehow.

Horus realizes that he and his companions were no match for Acererak, but perhaps the PCs may succeed where they failed. He provides a reliable description of the Sundered Tower of Moil. In his current state he is not coherent enough to be more specific, but he has a perfect mental picture of the tower itself. If any of the cultists are captured alive, they are more than willing to offer precise instructions on how to get there. That is their master's wish, after all. However, they refuse to say anything about the denizens and traps in the tower, or any other information that might give the PCs an advantage.

If Horus is killed in this fight, Father Faulken and his acolyte can provide the details Horus would have since he babbled it all to them prior to the PCs' arrival.

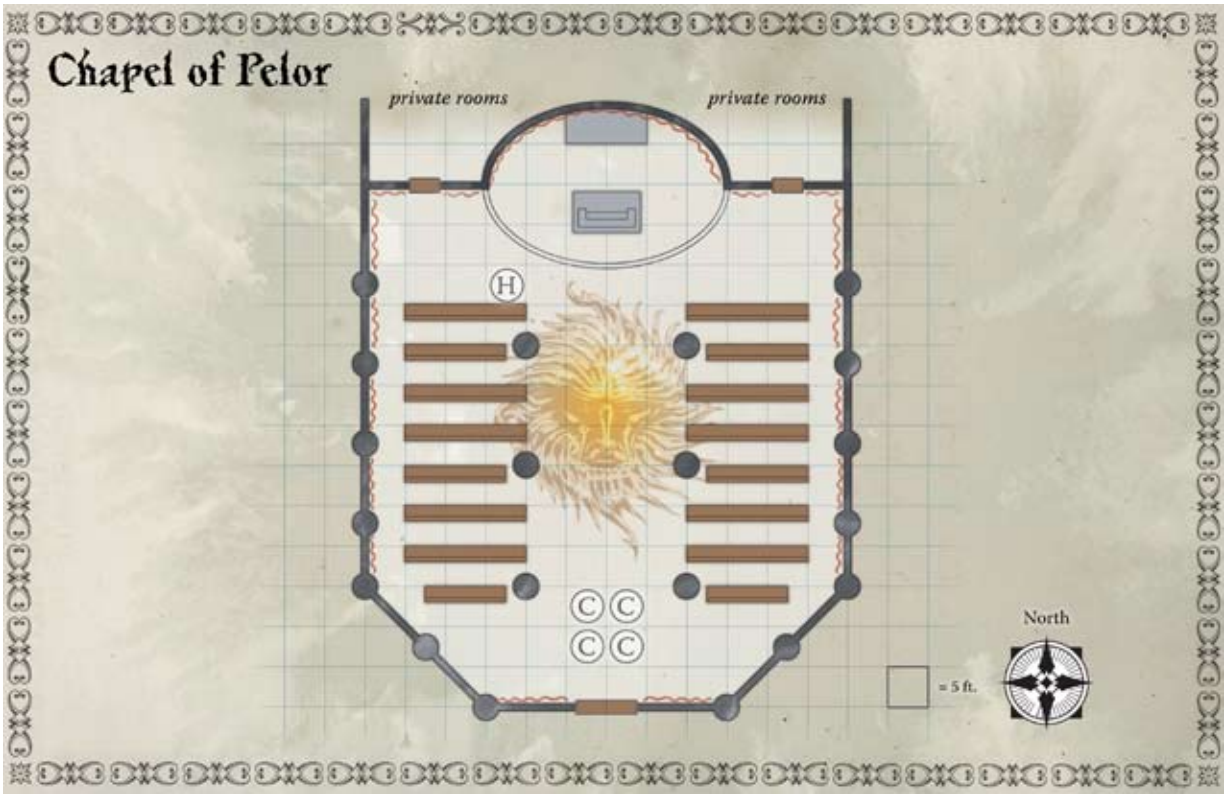
Because the cultists begin this encounter with all of their buff spells cast, the EL is 1 higher. For defeating them, award the characters an additional +10% XP.

Features of the Area

The chapel nave has the following features.

Illumination: The nave is brightly lit by a permanent *daylight* affect.

Wooden Benches: The rows of benches lining the nave provide cover for any Medium creatures kneeling behind them or Small creatures standing behind them. Hardness 5; hp 20.



Bottom Turret

Encounter Level 16 or 18

SETUP

The forsaken shells begin the encounter in the squares marked "F" on the map.

When the PCs approach the covered power generator, read:

The leathery objects covering the humming object suddenly ripple and coil as they slide off of it and begin squirming across the floor. A closer look reveals that the things are in fact humanoid skins.

6 Advanced Forsaken Shells **CR 10**

LM 100
hp 165 plu 65 temporary hp (22 HD)

CE Medium undeadLM
Init +6; **Senses** darkvision 60 ft.; Listen +18, Spot +22
Languages Common (do not speak)

AC 19, touch 12, flat-footed 17
(+2 Dex, +7 natural)
Immune undead immunities
Fort +7, **Ref** +11, **Will** +13

Speed 30 ft. (6 squares), burrow 15 ft.
Melee* skin slap +13 (1d8+11)
Base Atk +11; **Grp** +17
Atk Options Power Attack
Special Actions constrict, create spawn, improved grab
*5-point Power Attack

Abilities Str 22, Dex 14, Con —, Int 11, Wis 10, Cha 10
Feats Alertness, Improved Initiative, Improved Natural Armor, Improved Natural Attack (skin slap), Improved Toughness, Lightning Reflexes, Power Attack, Weapon Focus (skin slap)
Skills Climb +19, Hide +28, Listen +16, Move Silently +24, Spot +22, Swim +15

Constrict (Ex) A forsaken shell deals 1d8+6 points of damage with a successful grapple check. Constricting uses the entire body of the creature, so it cannot take any move actions while constricting.

Create Spawn (Su) Creatures killed by a forsaken shell slough off their skins after 1d4 rounds. These sloughed skins are new forsaken shells under the spawner's control. These forsaken shells do not possess any of the abilities they had in life.

Improved Grab (Ex) To use this ability, a forsaken shell must successfully hit an opponent with its skin slap attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

TACTICS

The forsaken shells move to attack the nearest living creatures, surrounding individual PCs if they can. If one of them succeeds in grappling an opponent that any other forsaken shells were attacking, these others choose the next closest PC to attack. The creatures attack until destroyed, and they pursue enemies from the turret.

DEVELOPMENT

If the PCs tamper with the spirit engine in any way that changes its power output or damages it, the Engineer (see area 5) arrives here in 1d4+1 rounds to investigate. If the PCs are still here, it attacks, or, if they are disguised as cultists, it simply changes the settings back. If the PCs are caught in the act of damaging the spirit engine, the Engineer attacks regardless of what they are disguised as. If the PCs encounter the Engineer here, remember to remove it from area 5 and any other areas in which it may be encountered.

If the PCs examine the *spirit engine*, refer to the Appendix's description of the panel with its buttons and gauges. When the PCs arrive, the power gauge is pointing to the orange, indicating it is on high. With a successful DC 30 Knowledge (architecture and engineering) or Knowledge (arcana) check, the PCs realize that it is a magic device generating power. If the PCs use Knowledge (architecture and engineering) in their study of the *spirit engine*, they recognize that the gauge indicates the current power output and the buttons are used to change it or shut it down. A successful DC 34 Use Magic Device check allows a PC to determine in what sequence to push the buttons to affect the desired result. Of course, the PCs may also perform the activate blindly action (DC 25) or just start pushing buttons at random, though doing either of these alerts the Engineer of tampering. While the divination-block affecting the tower is active, spells such as *analyze dweomer*, *comprehend languages*, *detect magic*, and *identify* cannot be used on the *spirit engines*.

Anyone standing behind the generator has improved cover from opponents positioned on the other side from

WHAT THE CHARACTERS KNOW: VOIDSTONE

A PC with ranks in Knowledge (the planes) may have valuable knowledge about the properties of voidstone with the proper check on the table below.

KNOWLEDGE (THE PLANES)

DC	Result
DC 20	These black stones can be found floating throughout the Negative Energy Plane and vary from tiny to colossal.
DC 25	Voidstone is a concentrated form of negative energy that is extremely hazardous to handle.
DC 30	Anything that comes into contact with voidstone is instantly destroyed.
DC 35	It is believed that voidstone might be the building blocks for such items as the sphere of annihilation. However, voidstone cannot be controlled through mental energy.

them. Each *spirit engine* has hardness 20 and 1,000 hp. The cables and tubes have hardness 20 and 60 hp.

FEATURES OF THE AREA

Unless otherwise noted, the turrets each have the following features. For more information on the spirit engines see the *soul machine* information on page 18.

Illumination: Two everburning torches are in wall sconces flanking the door.

Tower Wall: Hardness 20; hp 720; break DC 60; Climb DC 25.

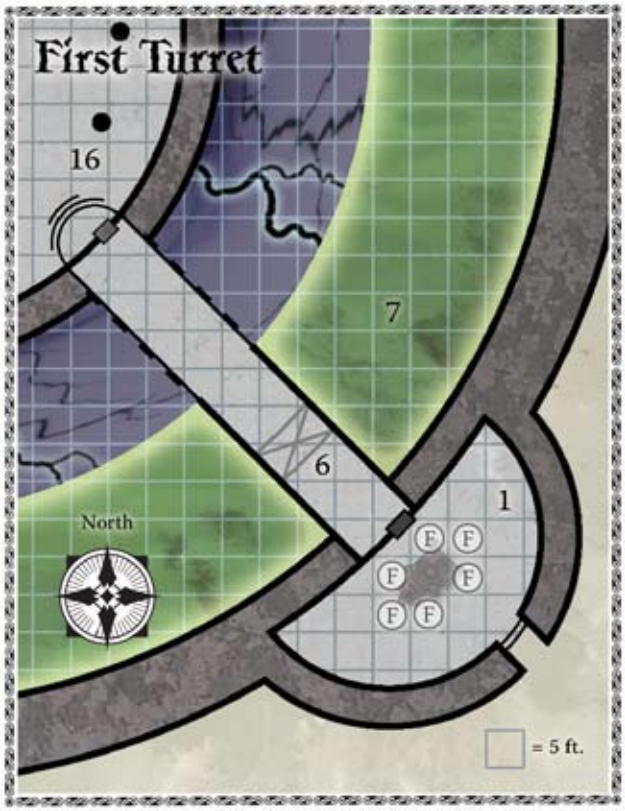
Turret Wall: Hardness 20; hp 3,600; break DC 80; Climb DC 20.

No Divination Magic: Divinations do not function within the turrets or the tower (see area **8**).

Spirit Engine: Anyone standing behind a spirit engine has improved cover from opponents positioned on the other side. The spirit engines each have hardness 20 and 1,000 hp. The cables and tubes connecting the spirit engines to the ectoplasm ring have hardness 20 and 60 hp.

Voidstone Door: The slab of voidstone blocking the passage into the tower has been enhanced to make it even more deadly and destructive to anything that touches it. Every round of contact with it forces a DC 25 Fortitude save to avoid immediate destruction. It blocks the entrance on this level to areas **6** and **7**.

Transformed Iron Door: If the phrase "Great Devourer, let your servant pass," is uttered in front of the voidstone door, it transforms into an ordinary iron door for 5



rounds: hardness 10; hp 60. The door is unlocked. Even if the iron door is destroyed, the voidstone door reappears after 30 seconds have elapsed.

Voidstone Door Trap: CR 17; mechanical; touch trigger; automatic reset; annihilation (Fortitude DC 25 or disintegrated); Search DC 24; Disable Device —.

Fourth Turret

Encounter Level 18

SETUP

The vampires start this encounter in the squares marked **V**.

When the PCs observe this turret's interior, read:

A large rectangular device squats at the center of this room. It hums and vibrates, and thick cables and tubes protruding from it lead into holes in the interior tower wall. A slab of black stone carved into the likeness of a demonic face blocks a passage in the far wall. Torches in sconces illuminate the area in weak gray light.

Two pale elven women dressed in form-fitting leather pants, corsets, and silk blouses appear to be studying the device. Each of them has pale lavender hair coiled in thick braids and held atop their heads with thin metal rods.

2 VampireMM Elf Necromancers CR 15

hp 85 plus 15 temporary hp (13 HD); fast healing 5; **DR** 10/silver and magic

Female elf wizard 13 (necromancer)
CE Medium undead (augmented humanoid)
Init +12; **Senses** darkvision 60 ft., low-light vision; Listen +13, Spot +13
Languages Common, Draconic, Elven, Infernal

AC 30, touch 18, flat-footed 22; Dodge (+8 Dex, +6 armor, +6 natural)
Immune undead immunities
Resist cold 10, electricity 10, turn resistance +4
Fort +9, **Ref** +19, **Will** +14

Speed 30 ft. (6 squares)
Melee 2 slams +17 (1d6+5 plus energy drain) or touch +17 (spell)
Ranged touch +14 (spell) or ray +15 (spell)
Base Atk +6; **Grp** +8
Atk Options Combat Reflexes
Special Actions blood drain, children of the night, create spawn, dominate (DC 20), energy drain
Combat Gear *brooch of shielding* (75 hp), longsword (spell component for *sword of darkness*), *potion of inflict serious wounds* (2), scroll of *spell turning*, scroll of *greater dispel magic* (2), scroll of *plane shift* (2), scroll of *greater teleport*, *wand of stoneskin* (CL 7th, 32 charges)
Wizard Spells Prepared (CL 13th)
7th—*finger of death* (DC 27), *ironguard*[SC], *sword of darkness*[SC]*
6th—*disintegrate* (DC 24), *greater dispel magic*, *empowered maximized ray of clumsiness*[SC] (+15 ranged touch), *empowered maximized ray of enfeeblement* (+15 ranged touch)
5th—*contingent energy resistance* (fire)[SC], *empowered vampiric touch* (+17 melee touch), *night's caress*[SC] (+17 melee touch, DC 25), *reciprocal gyre*[SC] (DC 23), *waves of fatigue*
4th—*dimension door*, *enervation**, *Evard's black tentacles*, *empowered Melf's acid arrow* (+15 ranged touch), *ray deflection*[SC], *empowered scorching ray* (+15 ranged touch), *translocation trick*[SC] (DC 22)
3rd—*blindness/deafness* (DC 23), *command undead* (DC 23), *greater mage armor*[SC†], *haste*, *lightning bolt* (DC 21), *ray of exhaustion* (+15 ranged touch, DC 23), *vampiric touch* (+17 melee touch)
2nd—*false life*†, *fox's cunning*, *malevolent miasma*[SC] (DC 20), *ray of sickness*[SC] (2) (+15 ranged touch), *resist energy*, *scorching ray* (+15 ranged touch)
1st—*grease* (DC 19), *magic missile* (3), *ray of clumsiness*[SC] (+15 ranged touch), *shield* (2)
0—*acid splash* (+15 ranged touch), *mage hand*, *message*, *prestidigitation*
Prohibited schools: Enchantment, Illusion
* Maximized spell effect
† already cast

Abilities Str 14, Dex 26, Con —, Int 26, Wis 12, Cha 16
SQ alternate form, elven traits, gaseous form, spider climb, summon familiar
Feats Alertness, Combat Casting, Combat Reflexes, Dodge, Empower Spell, Improved Initiative, Greater Spell Focus (Necromancy), Lightning Reflexes, Maximize Spell, Scribe Scroll, Spell Focus (Necromancy), Weapon Finesse, Weapon Focus (ray)
Skills Bluff +11, Concentration +11, Hide +16, Knowledge (arcana) +21, Knowledge (history) +17, Knowledge (local) +17, Knowledge (religion) +21, Knowledge (the planes) +19, Listen +13, Move Silently +16, Search +22, Sense Motive +9, Spellcraft +20, Spot +13
Possessions combat gear plus *amulet of mighty fists +3*, *corset of protection +5* (as *cloak of protection +5*), *gloves of Dexterity +6*, *headband of intellect +6*, keys to all of the doors in the tower, scroll case, silver unholy symbol (leering demonic face), spell component pouch

Vampire abilities are described on page 252 of the *Monster Manual*.

TACTICS

The vampires immediately cast *ironguard* and then attempt to dominate obvious fighters and turn them

against their allies. If their *ironguard* spells expire before this fight is over, they use their wands (the thin metal rods in their hair) to cast *stoneskin* on themselves. They target the most dangerous PCs—characters dealing damage to them or using powerful spells—with *disintegrate*, *finger of death*, empowered *vampiric touch*, empowered *scorching ray*, and *magic missile* spells. Troublesome spellcasters are targeted with *blindness* and empowered *Melf's acid arrow*. The vampires otherwise attempt to subdue the PCs with appropriately debilitating rays, *malevolent miasma*, *Evard's black tentacles*, and their dominate abilities. If the vampires take more than half their total hit points in damage, they drink their potions or they use *sword of darkness* to heal themselves before using it on one of the PCs. For your convenience, the vampire wizards have identical spell lists and gear.

DEVELOPMENT

If one of the vampires is destroyed or forced into gaseous form, the other flees to area **20** via *dimension door* to report the arrival of new adventurers to Acererak. If the PCs are still here 5 minutes later, the vampire wizard returns at full hit points with six cultists from area **16** to help her capture the intruders. Any PCs successfully captured are taken to Acererak in area **20** for extraction.

Features of the Area

Unless otherwise noted, the turrets each have the following features. For more information on the spirit engines see the *soul machine* information on page 18.

Illumination: Two everburning torches are in wall sconces flanking the door.

Tower Wall: Hardness 20; hp 720; break DC 60; Climb DC 25.

Turret Wall: Hardness 20; hp 3,600; break DC 80; Climb DC 20.

No Divination Magic: Divinations do not function within the turrets or the tower (see area 8).

Spirit Engine: Anyone standing behind a spirit engine has improved cover from opponents positioned on the other side. The spirit engines each have hardness 20 and 1,000 hp. The cables and tubes connecting the spirit engines to the ectoplasm ring have hardness 20 and 60 hp.

Voidstone Door: The slab of voidstone blocking the passage into the tower has been enhanced to make it even more deadly and destructive to anything that touches it. Every round of contact with it forces a DC 25 Fortitude save to avoid immediate destruction. It blocks the entrance on this level to areas 6 and 7.

Transformed Iron Door: If the phrase "Great Devourer, let your servant pass," is uttered in front of the voidstone door, it transforms into an ordinary iron door for 5 rounds: hardness 10; hp 60. The door is unlocked. Even if the iron door is destroyed, the voidstone door reappears after 30 seconds have elapsed.

Voidstone Door Trap: CR 17; mechanical; touch trigger; automatic reset; annihilation (Fortitude DC 25 or disintegrated); Search DC 24; Disable Device —.

The Engineer

Encounter Level 18

SETUP

When the PCs enter this turret, the Engineer is in the space marked **E** observing the *spirit engine* and checking the cables and tubes for any damage and wear.

When the PCs observe the turret's interior or enter, read:

A humming, vibrating device sits at the center of this chamber. An 11-foot-tall, vaguely humanoid skeletal creature examines the thick cables and tubes that run from the device to the tower wall, running a long-fingered hand over the connections. A black slab carved into the likeness of a leering demonic face with curled horns blocks an opening leading deeper into the tower. Torches in sconces to either side of the blocked passage flicker feebly.

The Engineer **CR 17**

MM3 72

hp 178 (27 HD); **DR** 15/adamantine and magic

Modified greater shadesteel golem
N Large construct
Init +2; **Senses** darkvision 60 ft., low-light vision; Listen +0, Spot +0

AC 33, touch 11, flat-footed 31
(–1 size, +2 Dex, +22 natural)
Immune construct immunities
Fort +9, **Ref** +11, **Will** +9

Speed 30 ft. (6 squares), fly 30 ft. (perfect)
Melee 2 slams +31 (2d10+12)
Space 10 ft.; **Reach** 10 ft.
Base Atk +20; **Grp** +36
Special Actions blightfire (DC 23), negative pulse wave (DC 23)

Abilities Str 34, Dex 14, Con —, Int —, Wis 11, Cha 7
SQ magical link, make whole, shadow blend
Feats —
Skills Hide +10, Listen +0, Move Silently +18, Spot +0

Blightfire (Su) As a free action once every 1d4+1 rounds, the modified shadesteel golem can breathe a 30-foot cone of black flames. Any living creature in the affected area must succeed on a DC 23 Reflex save or catch fire. The black flames deal 1d4 points of Constitution damage every round and burn for 1d4 rounds or until extinguished. The affected creature may attempt Reflex saves on each subsequent round that it continues to burn in order to put out the flames.

Negative Pulse Wave (Su) The modified shadesteel golem can radiate a burst of inky black negative energy as a free action every 1d4+1 rounds. The pulse wave drains life from all living creatures within 40 feet of the golem, dealing 12d6 points of damage. A DC 23 Fortitude save halves the damage; the save DC is Constitution-based. Undead creatures within the area are healed of 12d6 points of damage instead, and any turning effect they are under is broken. A *death ward* spell or similar effect protects a creature from the shadesteel golem's negative pulse wave.

Immunity to Magic (Ex) A shadesteel golem is immune to any spell, supernatural ability, or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently against the creature, as noted below.

A magical effect that has the light descriptor (such as *continual flame*) causes the golem to speed up as if affected by the spell *haste* for 2d4 rounds. The golem is also hasted whenever it is subject to a positive energy effect, such as the turning attempt of a cleric. This might happen if the cleric has mistakenly identified the creature as a nightwalker or other undead, or if the golem is standing near undead.

If a shadesteel golem is targeted by or within the area of a spell with the darkness or shadow descriptor, the golem is healed of 1 point of damage per level of the spell.

Magical Link (Su) The Engineer is linked to the *soul machine* and its component parts in a way similar to a *status* spell. It is always aware of any changes or damage to it.

Make Whole (Su) The Engineer is programmed to make repairs on the *soul machine* when necessary. It can cast *make whole* at will (CL 15th); however, unlike the spell of the same name, it works on magic items as well.

Shadow Blend (Su) In any condition of illumination other than full daylight, a shadesteel golem can disappear into the shadows, giving it concealment. Artificial illumination, even a *light* or *continual flame* spell, does not negate this ability, though a *daylight* spell does.

TACTICS

The Engineer uses its blightfire and negative pulse wave on the first 2 rounds. It then pounds on opponents with slams until it can use each of its special attacks again. The Engineer fights to the death or until trespassers withdraw from the tower. It retreats into the nearest turret if enemies use ranged attacks against it.

Features of the Room

Unless otherwise noted, the turrets each have the following features. For more information on the spirit engines see the *soul machine* information on page 18.

Illumination: Two everburning torches are in wall sconces flanking the door.

Tower Wall: Hardness 20; hp 720; break DC 60; Climb DC 25.

Turret Wall: Hardness 20; hp 3,600; break DC 80; Climb DC 20.

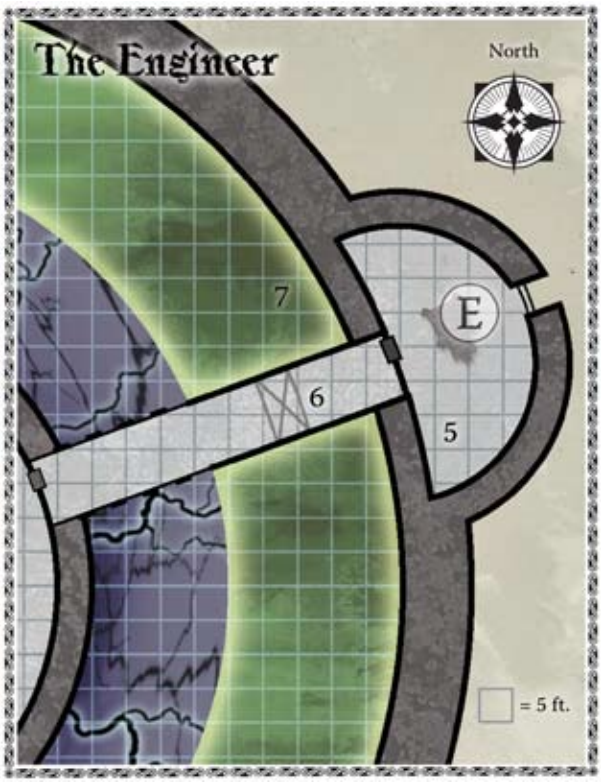
No Divination Magic: Divinations do not function within the turrets or the tower (see area 8).

Spirit Engine: Anyone standing behind a spirit engine has improved cover from opponents positioned on the other side. The spirit engines each have hardness 20 and 1,000 hp. The cables and tubes connecting the spirit engines to the ectoplasm ring have hardness 20 and 60 hp.

Voidstone Door: The slab of voidstone blocking the passage into the tower has been enhanced to make it even more deadly and destructive to anything that touches it. Every round of contact with it forces a DC 25 Fortitude save to avoid immediate destruction. It blocks the entrance on this level to areas 6 and 7.

Transformed Iron Door: If the phrase "Great Devourer, let your servant pass," is uttered in front of the voidstone door, it transforms into an ordinary iron door for 5 rounds: hardness 10; hp 60. The door is unlocked. Even if the iron door is destroyed, the voidstone door reappears after 30 seconds have elapsed.

Voidstone Door Trap: CR 17; mechanical; touch trigger; automatic reset; annihilation (Fortitude DC 25 or disintegrated); Search DC 24; Disable Device —.



The Thing in the Jar

Encounter Level 20

SETUP

The top of the statue's head is cut away and the depression inside is the nest of an advanced evolved brain in a jar named Korthus, marked **B** on the map. The ragewind that guards the creature starts this encounter in the squares marked **R**.

As long as Korthus remains inside the head cavity of the iron statue, it has improved cover (+8 to AC, +4 to Reflex saves) from all attacks except if they originate from above it.

KORTHUS — CR 10

LM 90, 99
hp 58 (9 HD); fast healing 3

Advanced evolved[LM] (3) brain in a jar[LM]
NE Tiny undead
Init +2; **Senses** blindsight 60 ft., darkvision 60 ft.; Listen +14, Spot +14
Languages Common, Draconic, Infernal, Moilian, *telepathy* 100 ft.

AC 18, touch 15, flat-footed 16
(+2 size, +2 Dex, +1 deflection, +3 natural)
Immune undead immunities
Resist turn resistance +4
Fort +5, **Ref** +5, **Will** +9

Speed fly 30 ft. (6 squares) (good)
Melee —
Ranged —
Space 1 ft.; **Reach** —
Base Atk —; **Grp** —
Special Actions mind thrust, psionics, rebuke undead (8/day, 2d6+14, 9th)
Psionics (ML 10th):
3/day—*suggestion* (DC 18), *telekinesis* (DC 20)
1/day—*dominate person* (DC 20)
Spell-Like Abilities (CL 9th):
1/day—*cloudkill* (DC 20), *confusion* (DC 19), *greater invisibility*

Abilities Str —, Dex 14, Con —, Int 16, Wis 12, Cha 24
SQ madness, divination block
Feats Ability Focus (mind thrust), Alertness, Great Fortitude, Iron Will
Skills Bluff +19, Diplomacy +21, Knowledge (history) +15, Knowledge (psionics) +15, Knowledge (religion) +15, Listen +15, Spot +15

Mind Thrust (Su) Korthus can spend a standard action to deliver a massive assault on the thought pathways of any one creature, undermining its intellect. This mind thrust deals 2d10 points of damage to any target creature that fails a DC 23 Will save. The save DC is Charisma-based.

Madness (Su) Anyone targeting Korthus with a thought detection, mind control, or any sort of telepathic or psionic ability that makes direct contact with its tortured mind takes 1d4 points of Wisdom damage.

Divination Block (Su) Korthus has spent hundreds of years developing its mental powers so that it can deflect any divinations directed at it or the tower it inhabits. It must stay in contact with the Sundered Tower of Moil to maintain this effect on it, but it can do so as a free action that does not provoke attacks of opportunity.

Fast Healing (Ex) Korthus heals 3 points of damage each round so long as the creature has at least 1 hit point.

Rebuke Undead (Su) Korthus can rebuke or command undead as a cleric of the same level as the brain's HD.

LEGION — CR 19

MM II 173
hp 201 (31 HD); **DR** 15/magic

Ragewind
CE Large undead
Init +5; **Senses** darkvision 60 ft., *see invisibility*; Listen +39, Spot +39
Languages Common

AC 22, touch 22, flat-footed 17; Dodge, Mobility
(–1 size, +5 Dex, +8 deflection)
Immune undead immunities
SR 30
Fort +10, **Ref** +15, **Will** +18

Speed fly 120 ft. (24 squares) (perfect); Spring Attack
Melee *+2 battleaxe* +14/+9/+4 (1d8+10/×3) and
+2 longsword +14/+9/+4 (1d8+10/19–20) and
+1 adamantine battlexe +13/+8/+3 (1d8+9/×3) and
+1 longsword +13/+8/+3 (1d8+9/19–20) and
masterwork cold iron scimitar +13/+8/+3 (1d6+8/18–20) and
masterwork silver scimitar +13/+8/+3 (1d6+7/18–20)
Space 10 ft.; **Reach** 10 ft.
Base Atk +15; **Grp** +22
Atk Options Blind-Fight, Combat Expertise, Combat Reflexes, Flyby Attack, Improved Disarm, Improved Trip, Power Attack, Whirlwind Attack
Special Actions blade fury (DC 26, 20d6), whirlwind (DC 26, 3d6)

*5-point Power Attack

Abilities Str 17, Dex 20, Con —, Int 13, Wis 13, Cha 12
SQ madness, divination block
Feats Blind-Fight, Combat Expertise, Combat Reflexes, Dodge, Flyby Attack, Improved Disarm, Improved Trip, Mobility, Power Attack, Spring Attack, Whirlwind Attack
Skills Balance +7, Hide +35, Jump +5, Listen +39, Search +35, Spot +39, Tumble +39

Blade Fury (Su) Three times per day, a ragewind can expand itself outward into a 15-foot-radius spread, filling that entire space with its whirling weapons. This attack deals 20d6 points of slashing damage to every creature within that area or half on a successful DC 26 Reflex save. Immediately after this attack, the ragewind reverts to its normal size and shape. Once it has used its blade fury attack, it must wait 1d4+1 rounds before it can do so again. A ragewind cannot benefit from both blade fury and whirlwind at the same time.

Whirlwind (Su) A ragewind can intensify the swirling air that composes its usual form to the strength of a whirlwind as a free action. When it does so, it transforms into a whirling mass of air and weapons 5 feet wide and 20 feet high. Each creature that is at least two size categories smaller than the ragewind and in contact with it must succeed on a DC 26 Reflex save or take 3d6 points of damage.

Whether or not this save is successful, an affected creature must immediately make a second Reflex save against the same DC. Failure indicates that the affected creature is picked up by the winds and takes an additional 1d8 points of damage that round and each round thereafter that it remains suspended in the winds. (The ragewind may also direct weapon attacks at creatures caught within its whirlwind if desired, though it gains no special bonuses for doing so.) A flying creature may leave the whirlwind with a successful Reflex save, though it still takes damage for the round in which it does so.

A ragewind may also cause its whirlwind to touch the ground kicking up a swirling cloud of debris with a 10-foot radius. This cloud obscures all vision, including darkvision, beyond 5 feet. Creatures at a distance of 5 feet have concealment, and those farther away have total concealment. A creature caught in this dust cloud must succeed at a DC 20 Concentration check to cast a spell.

Invisibility (Su) At will, a ragewind can suppress its whirlwind to become invisible. This ability otherwise functions like the *invisibility* spell (CL 20th).

See Invisibility (Su) This ability functions like the *see invisibility* spell (CL 20th), except that it is always active.

Superior Multiweapon Fighting (Ex) A ragewind fights with six weapons at once. Because the creature is an amalgam of many dead warriors, a separate intelligence controls each weapon. Thus, the ragewind has no penalty on attack rolls for attacking with multiple weapons, and the number of attacks and the damage bonus for each weapon are calculated as though the weapon were held in a primary hand.

Weapon Proficiency A ragewind is proficient with all simple and martial weapons.

TACTICS

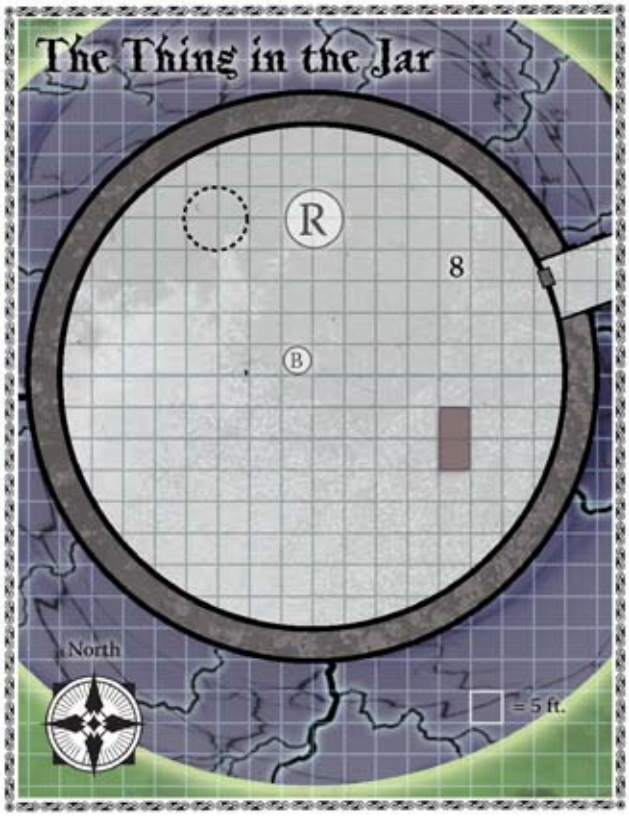
When the ragewind senses the PCs, it moves toward them and makes a blade fury attack in an area where it won't affect Korthus. It then makes melee attacks on the nearest opponents or those that attempt to approach Korthus. As long as Korthus maintains its *divination block*, Legion cannot use its *see invisibility*. Korthus supports Legion by casting *confusion* and attempting to dominate weak-willed PCs such as obvious fighter types and turning them on their allies. If Korthus takes any damage, it casts *greater invisibility*, moves away from enemies, resumes contact with the tower, and heals its wounds. During the round that it breaks contact with the tower (via the statue), the PCs' divination abilities, if they have any, function again, however briefly. Any affects directed at Korthus remain blocked.

EXPLORING OTHER CASTLES PERILOUS

If your players like the idea of adventuring in the Negative Energy Plane in search of other castles perilous, have them attempt DC 30 Knowledge (the planes) checks to remember rumors about beings and items locked away in other planar prisons. The following are some adventure hooks for PCs who succeed on their checks.

Darkest Hole: A mighty warrior priest of Kord who wielded a *Sword of Mighty Thews* (*CD* 102) attempted to slay the great wyrm shadow dragon, Ingzyraak, and nearly succeeded. After the dragon killed him, he locked the hateful weapon that nearly ended his long life in the castle perilous named Darkest Hole. Ingzyraak made the place his new lair and vowed to keep the sword from ever being used against him again.

Citadel of Terrors: Legends hold that a horrible creature known colloquially on the Material Plane as the "boogey man" is in fact a very real thing far worse than any stories could ever describe. Once a year it steals a mortal child and imprisons her in a castle perilous called the Citadel of Terrors, a place that resembles a gothic castle made of rotting flesh where the dream larva (*Epic Level Handbook* 161) imprisoned there slowly feeds on it for one year.



DEVELOPMENT

If the PCs corner Korthus, the brain negotiates its surrender by offering its knowledge of the tower, the *soul machine*, and Acererak's plan. At one time this tower was used to create the magens, intelligent constructs, which the ancient Moilians used for a variety of skilled tasks. The *soul machine* could draw out the essence of living beings which was then inserted into the constructs. Although they lost the knowledge of their former lives during the process, their essence retained enough of the imprint of their souls to imbue the magens with intelligence.

Acererak and Korthus clashed many years ago when the demilich first discovered this tower and its magical machinery. Acererak was too powerful for Korthus. The brain was allowed to remain because of its unique ability to block divinations. It was the perfect way to keep anyone from learning where it had taken Saint Pentival the paladin and it allowed him to conduct his experiments here without prying eyes looking in on him. Eventually, Acererak learned the secrets of the *soul machine* and has been drawing out the souls of living beings he lures here. Korthus is aware that Acererak has been getting more powerful with each soul he claims, but the brain is unaware of his ultimate goal.

If you'd like to use Korthus to tell the PCs more about Moil, refer to *Return to the Tomb of Horrors* for more information.

CONCLUSION

The ragewind's weapons are valuable as treasure, but more importantly, they may come in handy as replacements for weapons destroyed by the various traps and guardians awaiting the PCs. The topics the books on the table cover include history, psionics, spellcraft, religion, and a few journals collected from adventurers that ended their careers in this tower. Korthus uses *telekinesis* to rapidly read through a particular book from the pile each day until its ability is expended. When Korthus finishes a stack of reading material, it has Acererak's minions bring more. The collection might fetch as much as 1,000 gp.

Features of the Room

The room has the following features.

Brain Jar: Korthus's jar is magically treated transparent iron: hardness 20; hp 60.

Iron Door: The iron door leading into this room is locked: hardness 10; hp 60; break DC 28; Open Lock DC 40. It opens out onto the bridge that connects to areas **6** and **7** on this level of the tower.

Iron Statue: This statue is made of ordinary iron and stands approximately 9 feet tall with a 1-foot-deep cavity inside the head: hardness 10; hp 1,080.

Levitation Tube: The 10-foot-diameter circular shaft in the ground of this room connects it to area **11**. The shaft magically suspends a creature in the air that steps out over it until it mentally wills itself down, up, or to stop. Doing so is a move equivalent action each round.

Table: The table and pile of books on it provide cover for any creature standing behind them in relation to opponents on the other side.

The Lady in the Bottle

Encounter Level 19 or 17

SETUP

When the PCs enter this room, read:

This chamber is illuminated by lanterns affixed to the walls between iron doors. Two black-skinned giants in banded mail armor with massive axes propped next to them sit awkwardly at a large table, which is obviously too small for them. They appear to be engrossed in a card game.

A glass jar on the table contains an extremely tiny humanoid figure. Large holes in the floor and ceiling provide two more exits from the chamber.

The death giants start this encounter in the spaces marked **D**. The eladrin's jar is in the square marked **J**.

2 Death Giants — CR 16

MM3 54
hp 218 each (23 HD)

NE Huge giant
Init +1; **Senses** darkvision 60 ft., low-light vision; Listen +12, Spot +12
Languages Common, Giant

AC 29, touch 9, flat-footed 28
(–2 size, +1 Dex, +6 armor, +14 natural)
Immune energy drain, fear
Fort +25, **Ref** +17, **Will** +21

Speed 35 ft. in banded mail (7 squares), base 50 ft.
Melee greataxe +27/+22/+17/+12 (4d6+18/×3) and bite +22 (2d6+6) or
Melee 2 slams +27 (1d8+12) and bite +22 melee (2d6+6)
Ranged rock +17 (2d8+12)
Space 15 ft.; **Reach** 15 ft.
Base Atk +17; **Grp** +37
Atk Options Cleave, Point Blank Shot, Power Attack
Special Actions frightful keening, rock throwing, steal soul
Spell-Like Abilities (CL 16th)
3/day—*greater dispel magic*, *inflict critical wounds* (+27 ranged touch, DC 21), *unholy blight* (DC 21)
1/day—*flame strike* (DC 22)

Abilities Str 34, Dex 13, Con 21, Int 12, Wis 20, Cha 25
SQ guardian souls, rock catching, sold soul, soul healing
Feats Ability Focus (frightful keening), Ability Focus (steal soul), Cleave, Iron Will, Lightning Reflexes, Point Blank Shot, Power Attack, Precise Shot
Skills Concentration +19, Intimidate +15, Knowledge (arcana) +14, Knowledge (history) +12, Knowledge (religion) +19, Listen +12, Spellcraft +16, Spot +12, Survival +6
Possessions +1 *banded mail*, huge greataxe, sack of 3 medium throwing rocks, Three Dragon Ante deck, key to doors leading out to turrets

Frightful Keening (Su) As a standard action, a death giant can trigger the guardian souls that waft around its body to wail in frightful anguish. Living creatures within 100 feet that hear this keening must make a DC 30 Will save. Success indicates that the creature is shaken until it can no longer hear the keening or moves out of range. Failure causes the creature to be panicked for as long as it can hear the keening and remains within range, and shaken for 24 hours afterward.

Ending the frightful keening is a standard action. This is a sonic, mind-affecting fear ability.

Rock Throwing (Ex) Death giants are accomplished rock throwers and gain a +1 racial bonus on attack rolls when throwing rocks. A death giant can hurl rocks of 60 to 80 pounds (Medium objects) up to five range increments. The range increment is 120 feet.

Steal Soul (Su) Any living creature with 10 or fewer hit points within 15 feet of a death giant must succeed on a DC 30 Fortitude save each round or die instantly. This is a death effect.

Any creature that dies within 15 feet of a death giant has its spirit sucked up into the swirling guardian souls that protect the death giant. Such creatures cannot be raised, resurrected, or reincarnated so long as the death giant lives. Killing the death giant releases the souls.

If a living death giant is within 15 feet of a death giant that dies, the souls are not released and are instead transferred to the nearby death giant due to its steal soul ability.

Under extraordinary circumstances, a living death giant may release a soul it has captured.

Guardian Souls (Su) A death giant's victims become its guardians in death. Each death giant is surrounded by a constantly swirling cloud of intangible spirits.

These spirits provide the death giant with warnings and protection, granting the creature a bonus on initiative rolls, saves, Listen checks, and Spot checks equal to its Charisma modifier.

A death giant's will binds its guardian souls to it. They are not ghosts or undead in the usual sense and cannot be damaged, dispelled, or separated from the death giant. Only a successful turning attempt can quell these spirits for a time. If the turning attempt

would turn or rebuke undead with Hit Dice equal to the death giant's, the guardian souls vanish for 1d10 rounds, and the death giant loses the benefits of its guardian souls, frightful keening, soul healing, and steal soul abilities until the souls return.

Rock Catching (Ex) Once per round, a death giant that would normally be hit by a rock (or projectile of similar shape) can make a Reflex save to catch it as a free action. The DC is 15 for a Small rock, 20 for a Medium one, and 25 for a Large one. (If the projectile provides a magical bonus on attack rolls, the DC increases by that amount.) The giant must be ready for and aware of the attack in order to make a rock-catching attempt.

Sold Soul (Ex) A death giant cannot be raised, resurrected, or reincarnated. If a death giant's soul is not taken as a guardian soul by another death giant or kept from departing by some other means (such as *soul bind*), it is utterly destroyed 1 round after the giant's death.

Soul Healing (Su) When a death giant is protected by its guardian souls, hit point damage due to negative energy (such as from an *inflict* spell) heals rather than harms a death giant. Death giants are healed by positive energy (such as from *cure* spells) normally.

Rainmoon — CR 16

hp 113 (16 HD); **DR** 10/evil and cold iron

Ghaele eladrin rogue 6
CG Outsider (chaotic, eladrin, extraplanar, good)
Init +5; **Senses** darkvision 60 ft.; Listen +21, Spot +21
Aura protective aura 20 ft.
Languages Celestial, Draconic, Infernal, *tongues* (suppressed)

AC 30, touch 11, flat-footed 29; Uncanny Dodge (+1 Dex, +5 armor, +14 natural)
Immune electricity, petrification
Resist cold 10, fire 10; **SR** 28
Fort +12, **Ref** +13, **Will** +12; Evasion, trap sense +2

Speed 50 ft. (10 squares), fly 150 ft. (perfect)
Melee +4 *holy greatsword* +26/+21 (2d6+16/19–20)
Ranged 2 light rays +15 touch (2d12)
Base Atk +14; **Grp** +22
Atk Options Improved Disarm, Improved Trip, sneak attack +3d6
Special Actions gaze (DC 21)
Combat Gear +4 *holy greatsword*, holy water (10), scroll of *heal*
Spell-Like Abilities (CL 12th):
At will—*aid*, *charm monster* (DC 17), *color spray* (DC 14), *comprehend languages*, *continual flame*, *cure light wounds* (DC 14), *dancing lights*, *detect evil*, *detect thoughts* (DC 15), *disguise self*, *dispel magic*, *hold monster* (DC 18), *greater invisibility* (self only), *major image* (DC 16), *see invisibility*, *greater teleport* (self plus 50 pounds of objects only)
1/day—*chain lightning* (DC 19), *prismatic spray* (DC 20), *wall of force*

Cleric Spells Prepared (CL 14th):
7th—*greater plane shift*[SC], *holy word*[D] (DC 20), *summon monster VII*[†]
6th—*banishment* (DC 19), *blade barrier* (DC 19), *chain lightning*[D] (DC 19), *heal* (DC 19)
5th—*control winds*[D], *flame strike* (DC 18), *raise dead*, *true seeing*
4th—*death ward*, *dismissal* (DC 17), *divine power*, *holy smite*[D], *restoration*
3rd—*attune form*[SC†], *daylight*, *gaseous form*[D†], *prayer*, *remove curse*, *searing light*
2nd—*aid*, *align weapon*, *bear's endurance*, *lesser restoration* (2), *remove paralysis*, *wind wall*[D]
1st—*bless*, *command* (DC 14), *divine favor*[†], *obscuring mist*, *protection from evil*[D†], *sanctuary* (DC 14), *shield of faith*
0—*cure minor wounds* (DC 13), *detect magic*, *guidance*, *light*, *resistance*, *virtue*
D: Domain spell; Domains: Air, Good
† already cast

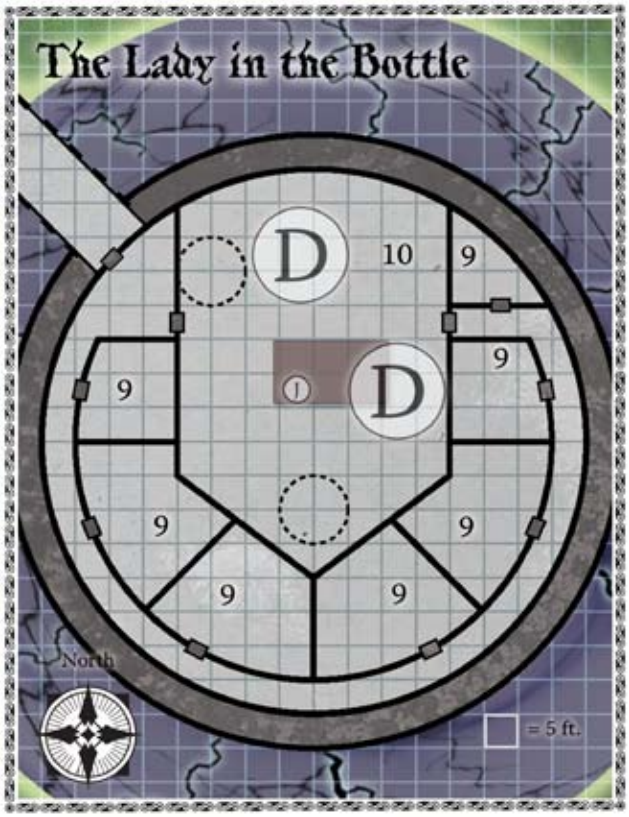
Abilities Str 26, Dex 12, Con 15, Int 16, Wis 17, Cha 16
SQ alternate form, outsider traits, trapfinding
Feats Combat Expertise, Improved Disarm, Improved Feint, Improved Initiative, Improved Trip, Stealthy
Skills Bluff +9, Concentration +16, Diplomacy +13, Disable Device +7, Disguise +3 (+5 when being observed and acting in character), Escape Artist +17, Handle Animal +16, Hide +21, Knowledge (local) +9, Knowledge (religion) +16, Knowledge (the planes) +16, Listen +21, Move Silently +20, Open Lock +7, Ride +16, Sense Motive +20, Spot +21, Use Magic Device +9, Use Rope +7 (+9 with bindings)
Possessions combat gear plus *bracers of armor* +5, silver holy symbol, spell component pouch, thieves' tools

Gaze (Su) In humanoid form—slay evil creatures of 5 or less HD, range 60 feet, Will DC 18 negates. Even if the save succeeds, the creature is affected as though by a *fear* spell for 2d10 rounds. Nonevil creatures, and evil creatures with more than 5 HD, must succeed on a DC 18 Will save or suffer the *fear* effect.

Light Ray (Ex) A ghaele in globe form can project light rays with a range of 300 feet. This attack overcomes damage reduction of any type.

Alternate Form (Su) A ghaele can shift between its humanoid and globe forms as a standard action. In humanoid form, it cannot fly or use its light rays, but it can use its gaze attack and spell-like abilities, make physical attacks, and cast spells. In globe form, it cannot cast spells or use its gaze attack. The globe form is incorporeal, and the ghaele has no Strength score while in that form.

A ghaele remains in one form until it chooses to assume a new one. A change in form cannot be dispelled, nor does the ghaele revert to any particular form when killed. A *true seeing* spell or ability, however, reveals both forms simultaneously.



Protective Aura (Su) Against attacks made or effects created by evil creatures, this ability provides a +4 deflection bonus to AC and a +4 resistance bonus on saving throws to anyone within 20 feet of the ghaele. Otherwise, it functions as a *magic circle against evil* effect and a *lesser globe of invulnerability*, both with a radius of 20 feet (CL 16th).

TACTICS

When the giants are aware of the PCs, one of them places Rainmoon's jar in an empty sack hanging from its belt. The giants then attack to subdue the PCs. They have instructions to capture living intruders or Acererak will force them to give him their guardian souls. If the PCs seem to be holding their own, the giants use *flame strike* and *unholy blight* to soften them up. If one of the giants is killed, the other steals its ally's soul and its guardian souls. It then flees to area 16 for reinforcements, grabbing the bell jar sack if it doesn't have it.

DEVELOPMENT

The death giants take captured PCs to area 16 so that the cultists can deal with them.

Rainmoon may be freed only by bringing the bell jar within the area of an *antimagic field* or with a successful *Mordenkainen's disjunction* (DC 31). The container itself is impervious to physical and magical attacks. If the PCs free Rainmoon, they gain a powerful ally. She is a member of the royal family of the Seldarine that dwell in Arvandor on the Olympian Glades of Arborea.

Rainmoon has been making forays onto the Negative Energy Plane for several years, searching for each castle perilous scattered across the plane in hopes of freeing their prisoners (assuming they are beings of good). If you plan to run additional adventures on the Negative Energy Plane, Rainmoon can tell the PCs about the castles perilous in the sidebar and provide information about them you want the players to know. When she found the Sundered Tower of Moil, she investigated for several days using *greater invisibility*, but grew careless and was captured before she could report to her leaders in Arvandor. As long as none of the PCs show obvious signs of evil (this assumes Kothor is still blocking divinations) and the PCs are open with her about their purpose there, she explains that the tower is a powerful magical machine that Acererak is using to drain mortals of their souls to empower himself to become a demilich. Before she was captured, she learned where the spirit engine keys were kept (see area 20) and how to use them on the spirit engines to change the output to positive energy, and cripple Acererak, making him easier to destroy.

CONCLUSION

If the PCs treat Rainmoon well and succeed on a DC 30 Diplomacy check, she offers to join them. She knows the layout of the tower and its denizens. If she is not convinced that the PCs are champions of good or they don't seem to need or want her help, she thanks them, provides the above information, and departs to return home.

If Rainmoon is freed, award the PCs XP as if they had defeated her.

Features of the Room

The room has the following features.

Illumination: Lanterns with *continual flame* are mounted on the walls between each of the doors.

Levitation Shafts: The levitation shaft in the ceiling connects this room to area 8. The one in the floor connects to area 14.

Table and Benches: The trestle table and matching benches are made of wood and sized for Large creatures.

Research Room

Encounter Level 18

SETUP

The mummies start this encounter around the central table in the squares marked **M**.

When the PCs enter the chamber, read:

Two iron doors open into this chamber from opposite walls. Lanterns affixed to the walls brightly illuminate walls lined with wooden bookshelves filled to overflowing with scrolls and leather bound tomes. High-backed chairs surround a long wooden table atop a faded rug in the middle of the room, where books pulled from the shelves lie open.

Two heavily armored humanoid figures, their exposed flesh wrapped in aged and stained linen strips, stand at the table examining the texts and occasionally scribbling notes on parchment, and comparing notes in dry raspy voices.

2 Mummy Lords — CR 15

MM 190
hp 97 each (18 HD); **DR** 5/—

Mummy cleric 10
LE Medium undead
Init +5; **Senses** darkvision 60 ft.; Listen +18, Spot +18
Languages Common

AC 30, touch 11, flat-footed 29
(+1 Dex, +9 armor, +10 natural)
Immune ability damage (Str, Dex, Con), ability drain, critical hits, death effects, disease, energy drain, exhaustion, fatigue, mind-affecting effects, nonlethal damage, paralysis, poison, sleep, stunning, any effect that requires a Fortitude save (unless the effect also works on objects or is harmless), death from massive damage
Resist fire 10 (ring)
Fort +13, **Ref** +8, **Will** +10
Weakness vulnerability to fire

Speed 15 ft. in +2 half-plate armor (3 squares), base speed 20 ft.
Melee slam +20 (1d6+12/19–20 plus mummy rot) or
Ranged touch +20 (spell)
Base Atk +11; **Grp** +19
Atk Options Combat Casting
Special Actions death touch (10d6), despair (DC 22), mummy rot (DC 22), rebuke undead (6/day, 2d6+13, 10th), spontaneous *inflict* spells
Combat Gear *brooch of shielding* (82 hp)
Cleric Spells Prepared (CL 10th):

5th—*mass inflict light wounds** (2) (DC 20), *slay living*[D] (DC 20), *summon undead*[VSC]
4th—*contingent energy resistance* (fire)[SC†], *divine power*, *divination*[D], *inflict critical wounds** (DC 19), *life ward*[SC]
3rd—*animate dead*[D], *blindness/deafness* (DC 18), *inflict serious wounds** (DC 18), *remove curse*, *slashing darkness*[SC]*
2nd—*death knell*[D] (DC 17), *hold person* (3) (DC 17), *inflict moderate wounds** (DC 17), *spiritual weapon*
1st—*cause fear*[D] (DC 16), *divine favor*, *inflict light wounds** (3) (DC 16), *protection from good*, *sanctuary* (DC 16)
0—*detect magic*, *inflict minor wounds* (2) (DC 15), *mending*, *read magic* (2)
D: Domain spell; Deity: Acererak; Domains: Death, Knowledge
* Maximized spell effect
† already cast

Abilities Str 26, Dex 12, Con —, Int 8, Wis 20, Cha 17
Feats Alertness, Combat Casting, Great Fortitude, Improved Critical (slam), Improved Initiative, Weapon Focus (slam)
Skills Concentration +8, Knowledge (religion) +4, Listen +18, Move Silently +5, Spot +18
Possessions *+2 half-plate armor*, *cloak of resistance +2*, *ring of minor elemental resistance* (fire), key to the doors in this room

Death Touch (Su) 1/day, the mummy lord may attempt a melee touch attack against a living creature. If the touch attack succeeds, roll 10d6 and if the total equals or exceeds the creature's current hit points, it dies (no save).
Despair (Su) At the mere sight of a mummy, the viewer must succeed on a DC 17 Will save or be paralyzed with fear for 1d4 rounds. Whether or not the save is

RESEARCHING THE SOUL MACHINE

Most players will find the use of living souls for empowerment abhorrent and want to destroy this powerful artifact. However, other players may find it intriguing and express a desire to continue the research Acererak and his minions began. It is conceivable that with enough time, research, and successful checks against very high DCs, the players may find a way to re-engineer souls without destroying them or perhaps make the cost in raw soul stuff for transforming themselves into different more power beings less expensive. Feel free to explore all of the applications for which this artifact may be used. Not all of them are necessarily evil.

successful, that creature cannot be affected again by the same mummy's despair ability for 24 hours. The save DC is Charisma-based.

Mummy Rot (Su) Supernatural disease—slam, Fortitude DC 17, incubation period 1 minute; damage 1d6 Con and 1d6 Cha. The save DC is Charisma-based. Unlike normal diseases, mummy rot continues until the victim reaches Constitution 0 (and dies) or is cured as described below.

Mummy rot is a powerful curse, not a natural disease. A character attempting to cast any conjuration (healing) spell on a creature afflicted with mummy rot must succeed on a DC 20 caster level check, or the spell has no effect on the afflicted character.

To eliminate mummy rot, the curse must first be broken with *break enchantment* or *remove curse* (requiring a DC 20 caster level check for either spell), after which a caster level check is no longer necessary to cast healing spells on the victim, and the mummy rot can be magically cured as any normal disease.

An afflicted creature who dies of mummy rot shrivels away into sand and dust that blow away into nothing at the first wind.

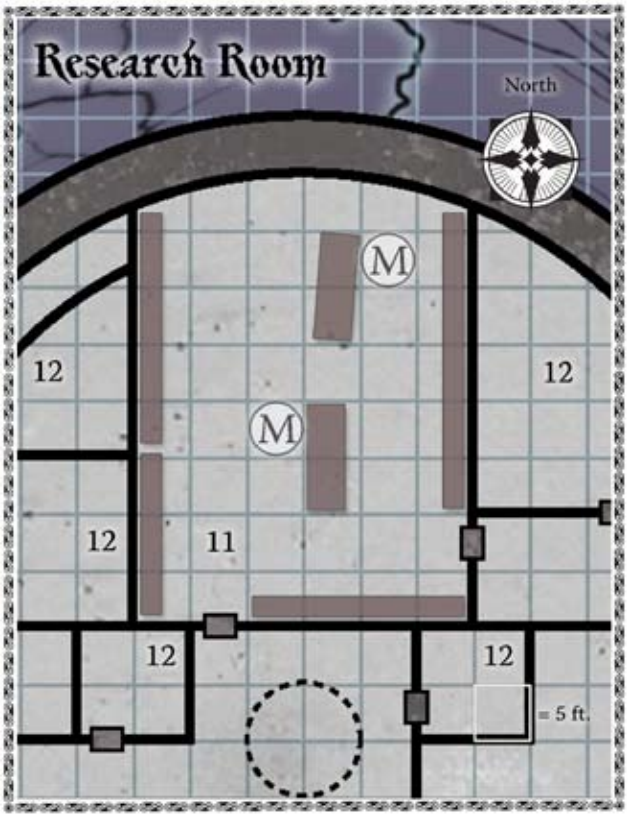
TACTICS

The mummies use their *blindness* and *hold person* spells on the PCs during the first 2 rounds if any of them resist the despair effect. If this doesn't work, they begin using their *inflict* spells to weaken their opponents. If the PCs use positive energy against them, they cast their *life ward* spells and target those opponents for their deadlier spells such as *slay living* and *slashing darkness*. Once their enemies are softened up, the mummies bash them with their fists using nonlethal damage. The mummies cast *remove curse* on any subdued PCs that contract mummy rot from the pummeling (the mummy lords do not need to make the usual caster level checks).

If the PCs are too much trouble for the mummies, they resort to deadly force and use all of their damaging spells and death touches. The mummies fight to the death.

DEVELOPMENT

If the PCs examine the books on the table, they discover the mummies' extensive notes on their findings in the research material here. If the PCs haven't learned it yet, the notes explain that the entire tower is part of a powerful magical machine that can take life or give it. The notes also document the specific sequence of buttons to push to change the flow of power produced by the generators in the turrets, and the mummies fear that too much power output could have dire consequences.



CONCLUSION

The research books in this room are written in Moilian. However, the entire collection—around 300 books—might fetch as much as 5,000 gp.

Features of the Room

The room has the following features.

Illumination: Four lanterns with *continual flames* are affixed to the walls.

Iron Doors: The two iron doors are always locked: hardness 10; hp 60; break DC 28; Open Lock DC 40.

Table: The wooden table is 8-foot-long-by-4-foot-wide with four matching chairs: hardness 5; 20 hp. The table provides cover from opponents on the opposite side.

Cadaver Chamber

Encounter Level 19

SETUP

Unless the PCs have already attracted Merkkor's attention at area 12, he begins this encounter in the squares marked **M**. Merkkor appears as a large humanoid in full plate with an overly broad, saw-toothed sword in one hand and a sickle in the other. Human heads hang from a wide studded belt by pieces of rope.

MERKKOR **CR 18**

hp 208 (32 HD)

Advanced dread wraith
LE Large undead (incorporeal)
Init +14; **Senses** darkvision 60 ft., lifesense 60 ft.; Spot +41, Listen +41
Aura unnatural
Languages Common, Infernal

AC 27, touch 27, flat-footed 17; Dodge, Mobility (–1 size, +9 Dex, +8 deflection)
Immune undead immunities
Fort +12, **Ref** +22, **Will** +26
Weakness daylight powerlessness

Speed fly 60 ft. (good)
Melee incorporeal touch +25 (1d4 plus 1d6 Constitution drain)
Space 10 ft.; **Reach** 10 ft.
Base Atk +16; **Grp** —
Atk Options Blind-Fight, Combat Reflexes, Spring Attack
Special Actions create spawn

Abilities Str —, Dex 30, Con —, Int 17, Wis 18, Cha 26
SQ incorporeal, undead traits
Feats Alertness[B], Blind-Fight, Combat Reflexes, Dodge, Great Fortitude, Improved Initiative[B], Improved Natural Attack (incorporeal touch), Iron Will, Lightning Reflexes, Mobility, Negotiator, Skill Focus (Intimidate), Spring Attack
Skills Diplomacy +14, Hide +41, Intimidate +46, Knowledge (religion) +38, Listen +41, Search +38, Sense Motive +41, Spot +41 Survival +4 (+6 following tracks)

Dread wraith abilities are described on page 258 of the *Monster Manual*.

TACTICS

Merkkor singles out the character with the strongest lifeforce—highest Constitution score—to attack first. He attacks the same opponent until it is drained of life. Merkkor withdraws if reduced to less than half his hit point total and reports to Acererak. The dread wraith receives healing from the lich or his cult followers, then combs the tower in search of the PCs hoping to finish them off before Acererak's cultists can get to them.

DEVELOPMENT

If Merkkor hears sounds of combat in room 12 or in the hallway outside of this room, he investigates, immediately attacking any living intruders he finds.

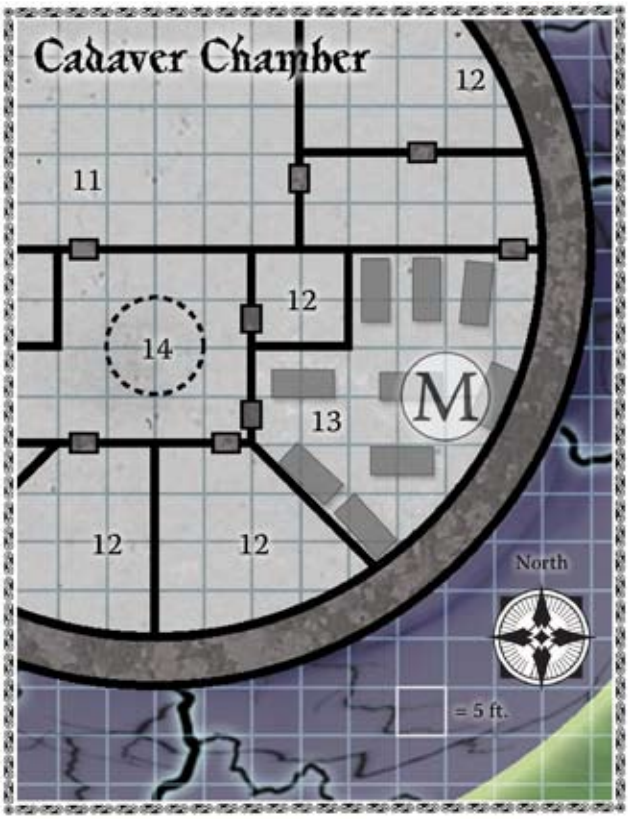
FEATURES OF THE ROOM

The room has the following features.

Illumination: There is no illumination here.

Iron Tables: Each of the tables are made of polished iron: hardness 10, hp 60. Medium creatures standing behind a table have cover from opponents on the other side. Small creatures have total cover.

Permanent Gentle Repose: The entire room is under the effects of a permanent *gentle repose* spell (CL 20th).



Fire and Ice

Encounter Level 19

SETUP

One of the golems breathes fire and starts the encounter standing on the pedestal marked **A**. The other golem breathes frost and stands on the pedestal marked **B**.

1 (Each) Fire and Frost Iron Golem CR 16
hp 162 each (24 HD); **DR** 15/adamantine

N Large construct (modified)
Init –1; **Senses** darkvision 60 ft., low-light vision; Listen +0, Spot +0

AC 30, touch 8, flat-footed 30
(–1 size, –1 Dex, +22 natural)
Immune construct immunities
Fort +8, **Ref** +7, **Will** +8

Speed 20 ft. (4 squares)
Melee 2 claws +29 each (2d10+12 plus poison)
Space 10 ft.; **Reach** 10 ft.
Base Atk +18; **Grp** +34
Special Actions breath weapon (DC 22)

Abilities Str 35, Dex 9, Con —, Int —, Wis 11, Cha 1
Feats —
Skills —

Breath Weapon (Su) The red-tinged golem can breathe a 15-foot cone of fire once every 1d4+1 rounds, damage 15d8. The silvery golem can breathe a 15-foot cone of cold once every 1d4+1 rounds, damage 15d8. DC 22 Reflex save half.
Poison (Ex) Initial and secondary damage 1d10 Constitution, Fortitude DC 22 negates.
Immunity to Magic (Ex) See page 137 of the *Monster Manual* for an iron golem's immunity to magic.

TACTICS

The golems use their breath weapons first and then strike at opponents with their poisoned claws until they can breathe again. They repeat this tactic until there is nothing left to attack or they are destroyed.

DEVELOPMENT

If the golems are destroyed, they repair themselves within 5 minutes of their defeat and resume their posts at their original positions on the pedestals. This could lead to multiple battles with the golems if the PCs use a trial and error approach at solving the puzzle.

CONCLUSION

The PCs receive XP for fighting the golems the first time only. The chest summoned to this room has an amazing lock (Open Lock DC 40) and is extremely durable (3 inches thick; hardness 16; hp 195; break DC 48). A PC that succeeds on a DC 25 Spellcraft check recognizes it as one of the components of a *Leomund's secret chest* spell. The chest contains Acererak's phylactery (an unwholesome dark emerald *light steel shield of light fortification*, a *Daern's instant fortress*, and a *mace of disruption*. The chest itself is worth 5,000 gp.

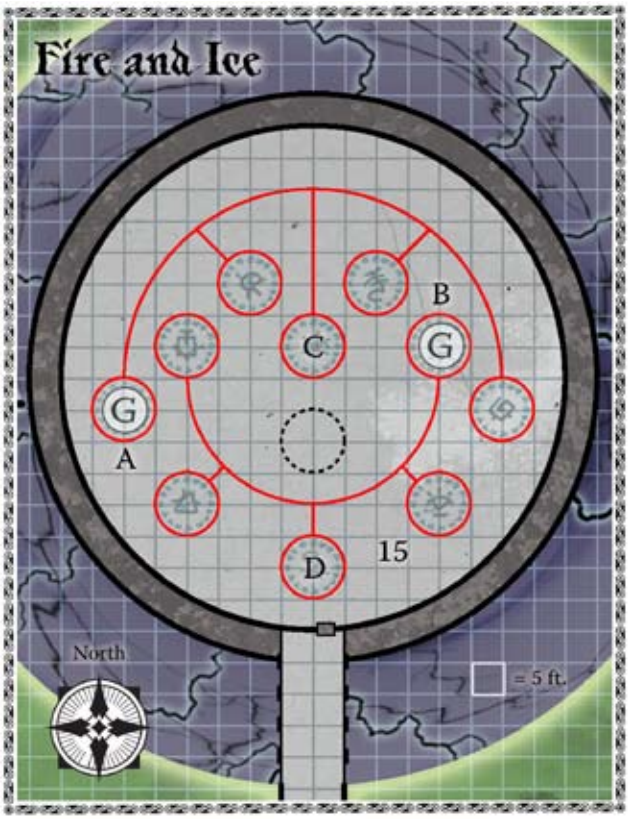
Features of the Room

The room has the following features.

Illumination: The ambient light is provided by four separate *continual flame* effects in the golems' eyes.

Levitation Tubes: The levitation shaft in the ceiling connects this room to area 14. The one in the floor connects to area 16.

Outer Ring Access: The iron door opens into area 6 and 7 and is locked: hardness 10; hp 60; break DC 28; Open Lock DC 40.



Shrine of the Devourer

Encounter Level 19 or 20

SETUP

The cultists start this encounter in the squares marked **C**. The Spawn of the Mother starts out in the spaces marked **S**.

10 Acererak Cultists — CR 12

hp 67 (12 HD)

Male or female human cleric 6/wizard 6 (necromancer)
CE Medium humanoid
Init +4; **Senses** Listen +8, Spot +8
Languages Abyssal, Celestial, Common, Draconic, Infernal

AC 24, touch 14, flat-footed 20
(+4 Dex, +6 armor, +4 shield)
Miss Chance ranged 20% *entropic shield*
Immune critical hits and sneak attack damage (*living undeath* spell)
Fort +8, **Ref** +8, **Will** +12

Speed 30 ft. (6 squares)
Melee +2 *sickle* +13 (1d6+4) or
touch +11 (spell effect)
Ranged touch +11 (spell effect)
Base Atk +7; **Grp** +9
Special Actions death touch (1/day, 6d6), rebuke undead (2/day, 2d6+5, 6th), spontaneous casting (*inflict* spells)
Cleric Spells Prepared (CL 6th)
3rd—*animate dead*[D], *cure serious wounds*, *wind walk*
2nd—*bull's strength*[†], *cure moderate wounds*, *death knell*[D], *living undeath*[SC†], *sound burst* (DC 14)
1st—*bless*[†], *cause fear*[D] (DC 15), *deathwatch*, *entropic shield*[†], *summon undead I*
0—*cure minor wounds* (2), *guidance*, *resistance* (2)
Wizard Spells Prepared (CL 6th)
3rd—*fly*, *greater mage armor*[SC†], *vampiric touch* (+11 melee touch) (2)
2nd—*burning sword*[SC], *cat's grace*[†], *false life*[†], *fox's cunning*[†], *ray of sickness*[SC] (+11 ranged touch)
1st—*corrosive grasp*[SC], *magic missile* (2), *ray of clumsiness*[SC] (+11 ranged touch), *ray of enfeeblement* (+11 ranged touch), *shield*[†]
0—*acid splash*, *mage hand*, *message*, *prestidigitation*
Prohibited schools: Enchantment, Illusion
D: Domain spell. Deity: Acererak. Domains: Death, Knowledge
† already cast

Abilities Str 14, Dex 18, Con 12, Int 20, Wis 15, Cha 4
SQ summon familiar
Feats Alertness, Combat Casting, Empower Spell, Greater Spell Focus (Necromancy), Scribe Scroll, Spell Focus (Necromancy), Spell Penetration, Weapon Finesse
Skills Concentration +15, Knowledge (arcana) +18, Knowledge (history) +10, Knowledge (local) +10, Knowledge (religion) +18, Knowledge (the planes) +17, Listen +8, Spellcraft +18, Spot +8
Possessions +2 *sickle, amulet of attunement* (see sidebar), silver unholy symbol (leering demonic face), spell component pouch

Death Touch (Su) 1/day, an Acererak cultist may attempt a melee touch attack against a living creature. If the touch attack succeeds, roll 6d6 and if the total equals or exceeds the creature's current hit points, it dies (no save).

Spawn of the Mother — CR 15

hp 201 (12 HD); **DR** 10/magic

Advanced elite half-fiend/four-armed gargoyle
CE Large outsider (chaotic, evil, extraplanar)
Init +5; **Senses** darkvision 60 ft.; Listen +18, Spot +18
Languages Common, Terran

AC 30, touch 14, flat-footed 25
(–1 size, +5 Dex, +6 armor, +10 natural)
Immune poison
Resist acid 10, cold 10, electricity 10, fire 10; **SR** 22
Fort +16, **Ref** +13, **Will** +9

Speed 40 ft. (8 squares); fly 60 ft. (average)
Melee 4 claws +21 (1d8+10/19–20) and
bite +19 (1d8+5) and
gore +19 (1d8+5) or
Melee touch +21 (spell)
Space 10 ft.; **Reach** 10 ft.
Base Atk +12; **Grp** +26
Atk Options smite good (+12 damage)
Spell-Like Abilities (CL 12th):
At will—*blasphemy* (DC 16), *contagion* (DC 13), *desecrate*, *unholy blight* (DC 13)
3/day—*darkness*, *poison* (DC 13)

Abilities Str 31, Dex 20, Con 34, Int 10, Wis 12, Cha 8
SQ freeze, outsider traits, planar attunement
Feats Alertness, Improved Critical (claw), Improved Natural Attack (claw), Multiattack, Toughness
Skills Concentration +19, Hide +18 (+26 hiding against stone), Knowledge (religion) +7, Knowledge (the planes) +7, Listen +20, Move Silently +12, Spellcraft +7, Spot +20, Survival +3 (+5 while on other planes)

Possessions *amulet of natural armor +5* (bone carving of the Devourer), *bracers of armor +6*, *bracers of health +6*

Smite Good (Su) 1/day, an infernal four-armed gargoyle can make a normal melee attack to deal an additional 12 points of damage against a good foe.

Freeze (Ex) A gargoyle can hold itself so still it appears to be a statue. An observer must succeed on a DC 20 Spot check to notice the gargoyle is really alive.

Planar Attunement (Sp) As long as the Spawn of the Mother remains in the Sundered Tower of Moil, it benefits from a permanent *attune form* spell (CL 20th). This allows the creature to ignore the harmful effects of the Negative Energy Plane on living creatures.

TACTICS

The cultists target the PCs with all of their debilitating ray spells, then close with them and gang grapple the two nearest opponents until their enemy is subdued. One or two of the cultists hang back and cast *deathwatch* and try to direct the others to weaken the PCs with lethal spells or warn them if any of the characters are close to death. They want to weaken and subdue the PCs for their master, not kill them.

The Spawn of the Mother takes to the air and observes the fight for 1 or 2 rounds to identify the most threatening opponents. It swoops down and casts *unholy blight*. It then closes with its chosen target, using its smite good attack. Thereafter, it uses the full attack action to rend its opponent to pieces with its four claws, bite, and gore.

DEVELOPMENT

If any of the PCs are captured, they are taken to area **20** for extraction.

CONCLUSION

The floating skull's ruby teeth—twenty-eight in total—are each worth 1,400 gp. The large sapphires lodged in the eye sockets are each worth 20,000 gp.

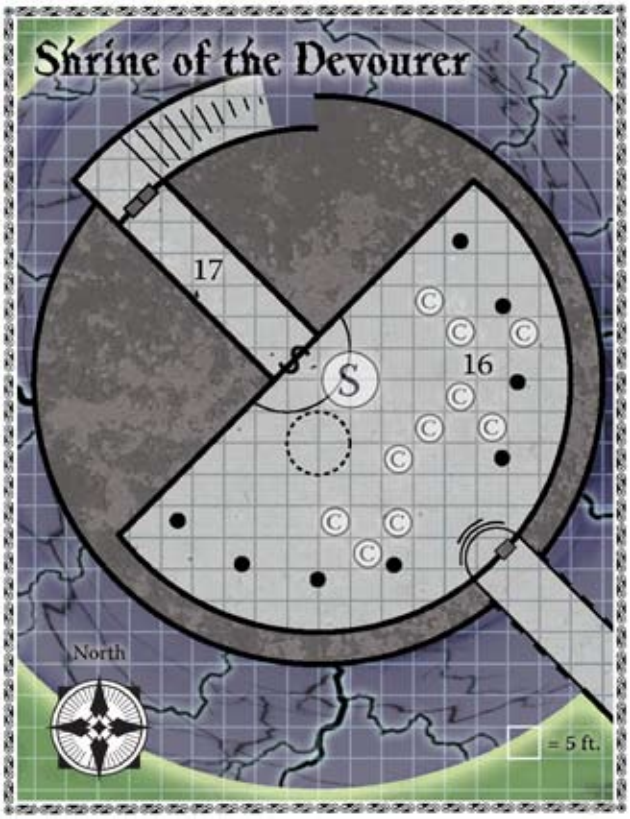
Features of the Room

This room has the following features.

Illumination: A total of 18 skulls contain green *continual flames*.

Hidden Archway: The archway behind the dais is hidden with a heightened *illusory wall* spell (9th level, CL 18th, DC 23 Will save if interacted with).

Iron Door: The iron door inside the mouth of the Devourer leads to areas 6 and 7 and is locked: hardness 10; 60 hp; break DC 28; Open Lock DC 40.



Unhallowed: The entire room is under the effects of a widened *unhallow* spell (CL 15th). The cultists and Spawn of the Mother benefit from *magic circle from good* while they are here. The *dimensional anchor* effect prevents dimensional travel into or out of this room.

Coffin Chamber

Encounter Level 18

SETUP

When the PCs enter the room, read:

This chamber is bare except for two stone sarcophagi with decorative bas relief lids. A human dressed in rags clutching a rusty, well-worn greatsword stands near one wall. The man's neck and arms are covered in small punctures and his skin is sallow.

Aeristus begins this encounter in the square marked **A**.

Aeristus Hammel **CR 17**

hp 193 (currently 175) (18 HD)

Male human fighter 18
NG Medium humanoid
Init +6; **Senses** Listen +5, Spot +5
Languages Common

AC 12, touch 12, flat-footed 10; Dodge, Mobility (+2 Dex)
Fort +18, **Ref** +10, **Will** +7

Speed 30 ft. (6 squares); Spring Attack
Melee* +22/+17/+12/+7 (2d6+12/17–20)
Base Atk +18; **Grp** +25
Atk Options Cleave, Combat Reflexes, Great Cleave, Improved Sunder, Power Attack
*5-point Power Attack

Abilities Str 24, Dex 14, Con 20 (normally 22), Int 8, Wis 12, Cha 10
Feats Alertness, Dodge[B], Cleave[B], Combat Reflexes, Great Cleave[B], Great Fortitude, Greater Weapon Focus (greatsword)[B], Greater Weapon Specialization (greatsword)[B], Improved Critical (greatsword)[B], Improved Initiative, Improved Sunder[B], Mobility, Power Attack[B], Power Critical[B,CW], Spring Attack, Weapon Focus (greatsword)[B], Weapon Specialization (greatsword)[B]
Skills Climb +23, Jump +22, Listen +5, Spot +5, Swim +10
Possessions rusty greatsword, *amulet of health +8*, *belt of giant strength +6*

TACTICS

Aeristus attacks the nearest PC. If the PCs can't break the domination controlling him, he fights to the death.

DEVELOPMENT

A successful DC 25 Sense Motive check (standard action) reveals that Aeristus is dominated. A DC 15 Heal check reveals that the puncture wounds were made by a vampire. If the PCs forced the vampires in area 4 into gaseous form, they fled here to heal for 1 hour. If the PCs somehow already destroyed the vampires, Aeristus is instead confused and desperate to break out of this horrid chamber.

CONCLUSION

If the PCs remove the domination effect with magic or by destroying one of the vampires (which one is not that important), Aeristus pledges his service to the PCs. Properly equipped, Aeristus can be a powerful ally. Unfortunately, he doesn't remember much after being dominated.

If the PCs free Aeristus of the vampires' dominance, award them XP as if they had defeated him.

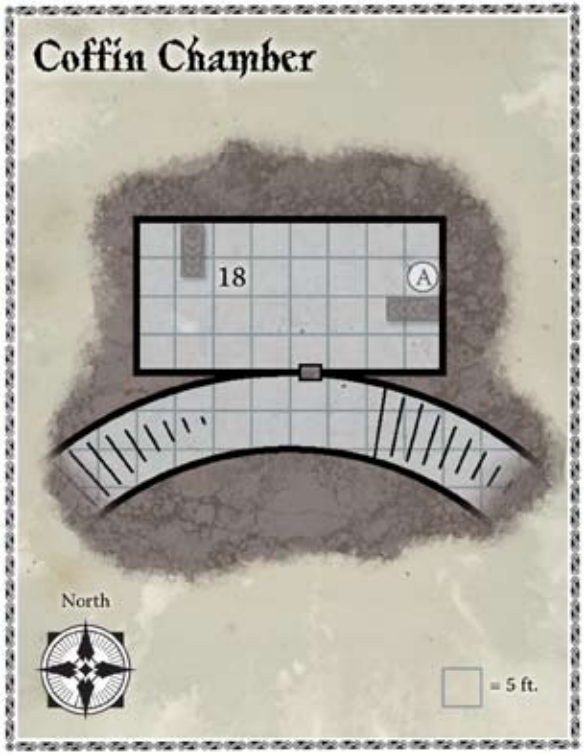
Features of the Room

The room has the following features.

Illumination: None.

Magically Treated Iron Grill: Hardness 20; hp 120; break DC 28; Open Lock DC 40.

Alarm: About 10 feet down from the landing, an *alarm* (CL 17th) sounds a chime in area 20 alerting Acererak of intruders if they don't speak the password: Devourer.



Acererak's Lab

Encounter Level 23

SETUP

Unless the PCs have shut down or destroyed the *soul machine*, Acererak starts this encounter seated in a thronelike chair in the square marked **A**. The marilith (marked **M**) starts out in the squares exactly between Acererak and the stairs. The *receptors* occupy the squares marked **R**. His unseen servants work at the tables marked **G** and **AL**. This encounter can go several different ways depending on what the PCs have done about the *soul machine* (see **Development** below). As presented, this encounter assumes that the PCs haven't significantly interrupted the flow of negative energy into the *receptors*.

Acererak **CR 22**

hp 113 (17 HD); regeneration 10; **DR** 15/ bludgeoning and magic

---

Male half-fiend/human lich wizard 17
NE Medium undead (evil, native outsider)
Init +10; **Senses** darkvision 60 ft., *arcane sight*, *see invisibility*; Listen +15, Spot +15
Aura fear 60 ft. (DC 25)
Languages Common, Abyssal, Draconic, Infernal, Terran; *tongues*

AC 29, touch 16, flat-footed 23
(+6 Dex, +5 armor, +1 insight, +2 luck, +5 natural)
Immune cold, electricity, mind-affecting, poison, polymorph
Resist acid 10, fire 10, +4 turn resistance; **SR** 27
Fort +11, **Ref** +19, **Will** +18

Speed 30 ft. (6 squares)
Melee *staff of power* +15 (1d6+9) and bite +13 (1d6+7 plus damaging touch) or
Melee 2 claws +13 (1d4+7 plus damaging touch) and bite +8 (1d6+7) or
Melee touch +15 (spell)
Ranged touch +14 (spell)
Base Atk +8; **Grp** +13
Special Actions automatic critical hit on a threat (*flesh ring of scorn*), damaging touch (DC 28), maximized negative energy spells, paralyzing touch (DC 28)
Combat Gear scroll of *control undead* (3), scroll of *greater teleport* (2), scroll of *time stop*, *spiralburst bottle*[BV] (3), *tongue studs of hell breath*[BV] (3/day, 3d6 unholy damage)
Spell-Like Abilities (CL 17th):
3/day—*darkness*, *poison* (DC 25), *unholy aura* (DC 26)
1/day—*blasphemy* (DC 27), *contagion* (DC 24), *desecrate*, *horrid wilting* (DC 26), *summon monster IX*, *unhallow*, *unholy blight* (DC 24)
Wizard Spells Prepared (CL 17th):
9th—*mass hold monster* (DC 27)
8th—*maze* (DC 26), *greater planar binding* (DC 26), *temporal stasis* (DC 26)
7th—*antimagic ray*[SC] (DC 25), *forcecage*, *project image* (DC 25), maximized *sound lance*[SC] (DC 20)
6th—*greater anticipate teleportation*[SC†], *greater dispel magic*, *disintegrate* (2) (DC 24), *eyebite* (DC 25)
5th—*arc of lightning*[SC] (DC 23), *graymantle*[SC] (DC 24), *magic jar* (DC 24), *night's caress*[SC] (2) (DC 24)
4th—*burning blood*[SC] (DC 22), *dimension door* (2), *force missile*[SC], *lesser globe of invulnerability*, *ruin delver's fortune*[SC]
3rd—*fly*, *mind poison*[SC] (DC 21), empowered *ray of enfeeblement* (ranged touch +14), *servant horde*[SC†], *spectral hand*, *vampiric touch* (melee touch +15)
2nd—*command undead* (2) (DC 21), *Melf's acid arrow* (ranged touch +14), *rainbow beam*[SC], *spectral hand* (2), *wraithstrike*[SC]
1st—*backbiter* (DC 20), *magic missile* (2), *ray of enfeeblement* (2) (ranged touch +14), *repair light damage*[SC]
0—*acid splash*, *mage hand*, *mending*, *prestidigitation*
† already cast

Abilities Str 20, Dex 22, Con —, Int 26, Wis 14, Cha 27
SQ summon familiar, undead traits
Feats Ability Focus (damaging touch), Ability Focus (paralyzing touch), Brew Potion[B], Craft Staff[B], Craft Wondrous Item[B], Heighten Spell, Improved Initiative, Lightning Reflexes, Maximize Spell[B], Scribe Scroll[B], Toughness
Skills Concentration +20, Craft (alchemy) +27, Gather Information +10, Hide +14, Knowledge (arcana) +27, Knowledge (architecture and engineering) +27, Knowledge (dungeoneering) +9, Knowledge (history) +27, Knowledge (local) +27, Knowledge (religion) +27, Knowledge (the planes) +27, Listen +15, Move Silently +14, Search +15, Sense Motive +12, Spellcraft +29, Spot +15
Possessions *staff of power* (32 charges), *belt of giant Strength +8*, *cloak of Charisma +8*, *flesh ring of scorn*[BV], *gloves of Dexterity +8*, *ioun stones* ×3 (dusty rose prism, pale lavender ellipsoid [12 spell levels left], and scarlet & blue sphere), *robe of the archmagi* (black), *soul crown* (see Appendix), crystal and platinum hourglass filled with diamond dust worth 1,000 gp (focus for *greater anticipate teleportation*), keys to all the doors in the tower, scroll case, spell component pouch

---

Damaging Touch Acererak has a touch attack that uses negative energy to deal 1d8+5 points of damage to living creatures. A Will save DC 28 halves the damage. He can only deal this extra damage with one of his natural attacks.

Fear Aura (Su) Creatures of less than 5 HD in a 60-foot radius that look at Acererak's simulacrum must succeed on a Will save DC 26 or be affected as if by a *fear* spell (CL 10th). A creature that successfully saves cannot be affected again by the same lich's aura for 24 hours.

Paralyzing Touch (Su) Any living creature Acererak hits with its touch attack must succeed on a Fortitude save DC 28 or be permanently paralyzed. *Remove paralysis* or any spell than can remove a curse can free the victim. The effect cannot be dispelled. Anyone paralyzed by a lich seems dead, though a DC 20 Spot check or DC 15 Heal check reveals that the victim is still alive.

Permanent Spells Acererak is under the effects of permanent *arcane sight*, *comprehend languages*, *greater magic fang* (+5 to all natural attacks), *read magic*, *see invisibility*, and *tongues* (CL 20th) bestowed by the original Acererak. They may be removed with a successful *greater dispel magic* (DC 31 caster level check). Note, however, that his divination powers do not function while inside the tower.

Smite Good (Su) 1/day, Acererak's simulacrum can make a normal melee attack to deal an additional 17 points of damage against a good foe.

MARILITH — CR 17

MM 44
hp 216 (16 HD); **DR** 10/ good and cold iron

CE Large outsider (chaotic, extraplanar, evil, tanar'ri)
Init +4; **Senses** darkvision 60 ft.; Listen +31, Spot +31
Languages Abyssal, Celestial, Draconic

AC 29, touch 13, flat-footed 25
(–1 size, +4 Dex, +16 natural)
Immune electricity, poison
Resist acid 10, cold 10, fire 10; **SR** 25
Fort +19, **Ref** + 14, **Will** +14

Speed 40 ft. (8 squares)
Melee *+1 longsword* +26/+/21/+16/+11 (2d6+10/19–20) and 5 *+1 longswords* +26 (2d6+5/19–20) and tail slap +22 (4d6+4) or
Melee 6 slams +24 (1d8+9) and tail slap +22 (4d6+4)
Space 10 ft.; **Reach** 10 ft.
Base Atk +16; **Grp** +29
Special Actions constrict 4d6+13, improved grab, summon tanar'ri
Spell-Like Abilities (CL 16th)
At will—*align weapon*, *blade barrier* (DC 23), *magic weapon*†, *project image* (DC 23), *polymorph*, *see invisibility*, *telekinesis* (DC 22), *greater teleport* (self plus 50 pounds of objects only), *unholy aura* (DC 25)
† already cast on all of her longswords

Abilities Str 29, Dex 19, Con 29, Int 18, Wis 18, Cha 24
SQ outsider traits, telepathy 100 ft.
Feats Combat Expertise, Combat Reflexes, Multiattack, Multiweapon Fighting, Power Attack, Weapon Focus (longsword)
Skills Bluff +26, Concentration +28, Diplomacy +30, Disguise +7 (+9 acting), Hide +19, Intimidate +28, Listen +31, Move Silently +23, Search +23, Sense Motive +23, Spellcraft +23 (+25 scrolls), Spot +31, Survival +4 (+6 following tracks), Use Magic Device +26 (+28 scrolls)
Possessions 6 masterwork longswords

Constrict (Ex) A marilith deals 4d6+13 points of damage with a successful grapple check. The constricted creature must succeed on a DC 27 Fortitude save or lose consciousness for as long as it remains in the coils and for 2d4 rounds thereafter. The save DC is Strength-based.

Improved Grab (Ex) To use this ability, a marilith must hit with its tail slap attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it succeeds on the grapple check, it can constrict.

Summon Demon (Sp) Once per day a marilith can attempt to summon 4d10 dretches, 1d4 hezrou, or one nalfeshnee with a 50% chance of success, or one glabrezu or another marilith with a 20% chance of success. This ability is the equivalent of a 5th-level spell.

True Seeing (Su) Mariliths continuously use this ability, as the spell (caster level 16th).

TACTICS

When the *alarm* at area **18** is triggered, the marilith casts *unholy aura* and attempts to summon a nalfeshnee. If successful, she commands it to ascend the staircase and capture the invaders or slaughter them if that proves too difficult. The marilith moves to the bottom of the stairs and casts *project image* to observe the encounter and hinder the PCs. She uses *telekinesis* to hurl opponents against the walls and through the nalfeshnee's threatened squares (if she successfully summoned it) or to disarm opponents. She uses *blade barrier* to wound enemies that try to close with her image for combat or get past it. As the PCs reach the bottom of the stairs, she casts *blade barrier* again and *unholy aura*, then she blocks opponents from entering the lab using her melee attacks to deal nonlethal damage until they are unconscious.

Acererak watches the encounter from his position seated at the center of the room. He casts his buff spells (starting with *unholy aura*) as the marilith deals with

the PCs. He casts *spectral hand* and *fly* while the PCs are fighting the demon and hits his opponents with his touch spells, starting with *temporal stasis* and *night's caress* on the nearest enemy spellcaster—obvious arcane casters, preferably.

If the characters make it past the demons, he uses his scroll of *time stop*, moves behind the throne and turns invisible, casts *project image* (of himself) behind the PCs on the stairs, and *wraithstrike* and *poison* (on his fangs) if he has enough time. When the *time stop* has expired, he casts *mass hold monster*. Any PCs that are unaffected are then targeted for *forcecage* or *disintegrate* spells. If any of the PCs are wearing holy symbols, he attempts to destroy them. Otherwise, he seeks to incapacitate his enemies, but resorts to using lethal spells if that seems unlikely. If successful, he casts *summon monster IX* to call a hezrou to carry each of the PCs and drop them into the receptors.

If Acererak feels that he is about to be defeated, he casts *magic jar* and targets a fighter type. If successful, he uses his enemy's body to slaughter the rest of the PCs. He then climbs into one of the *receptors*, exposing his victim's body to the paralytic liquid and returns to his own. Acererak uses every trick and cunning tactic he can muster to defeat the PCs, and fights to the death to keep his enemies from stopping him from accomplishing his goal.

DEVELOPMENT

If the PCs have done nothing to weaken or interrupt the flow of negative energy empowering Acererak, they encounter him at his strongest. He may cast any of his prepared spells or spell-like abilities as a quickened spell once per round without using a higher spell slot. The negative energy also gives him 59 extra temporary hit points (144 hp). Encountered this way, Acererak is CR 23.

If the PCs decrease the power level of the spirit engines, destroy them, or shut them all down, the PCs encounter Acererak with his normal stats provided here.

If the PCs befriended Rainmoon and make good on her plan to switch the output of the spirit engines to positive energy, they find the *spirit engine* keys in a leather pouch lying on the nearby alchemy table. If they successfully abscond with them and use them to change the power to positive energy, Acererak is *slowed* and reduced to 1 hit point for 24 hours. In this case, they most likely won't encounter Acererak here since he will be trying to heal himself or investigating the *spirit engines* and the missing keys. However, the alarm spell around his bookcase alerts him of possible thieves, which brings him rushing back here. Encountered this way, Acererak is CR 21.

Three of the survivors of Horus's adventuring party are inside *receptors*. They are paralyzed and at 0 hit points if the PCs arrive here before Acererak can drain their souls from them. The process takes 24 hours and Acererak is 2 hours into it when the PCs first arrive at the tower. The NPC adventurers are left up to you to develop if the PCs rescue them. They might even make useful cohorts.

If any of the PCs end up inside one of the *receptors*, they die at the end of the next 24-hour period when Acererak begins a new session of soul draining. If they are not freed from it, their souls are added to the others extracted by the *soul machine*. They cannot be returned to life by anything short of a *wish* or *miracle* and the spellcaster must succeed on an opposed check against DC 31.

CONCLUSION

The tomes in the bookshelf affixed to the wall are bound in the skin of various creatures and covered with Abyssal symbols that declare their foul titles. They contain evil, forbidden knowledge written in Dark Speech*BV* that provide the secrets of lichdom, creating mummies, making pacts with demons and devils, and other similar themes.

A DC 30 Search of the bookshelf reveals a masterfully disguised panel behind several tomes. The panel conceals a secret compartment where Acererak keeps his spellbooks—a set of three *Boccob's blessed books* copied from the original Acererak's vast library of arcana. Aside from the lich's prepared spells, they contain all 0-, 1st-, 2nd- and 3rd-level spells in the *PH* and any other spells all the way to 9th-level that you wish to include from other sources. Obtaining Acererak's spellbooks should be the crowning achievement of any adventurer's career. Feel free to reward the players with every spell they could ever possibly want or need. If they defeat Acererak and his minions and traps, they deserve it!

Features of the Area

The room has the following features.

Illumination: A dull glow from the liquid in the receptors provides shadowy illumination in 20-foot radius. A candelabrum with three *continual flames* on it sits near the bookcase.

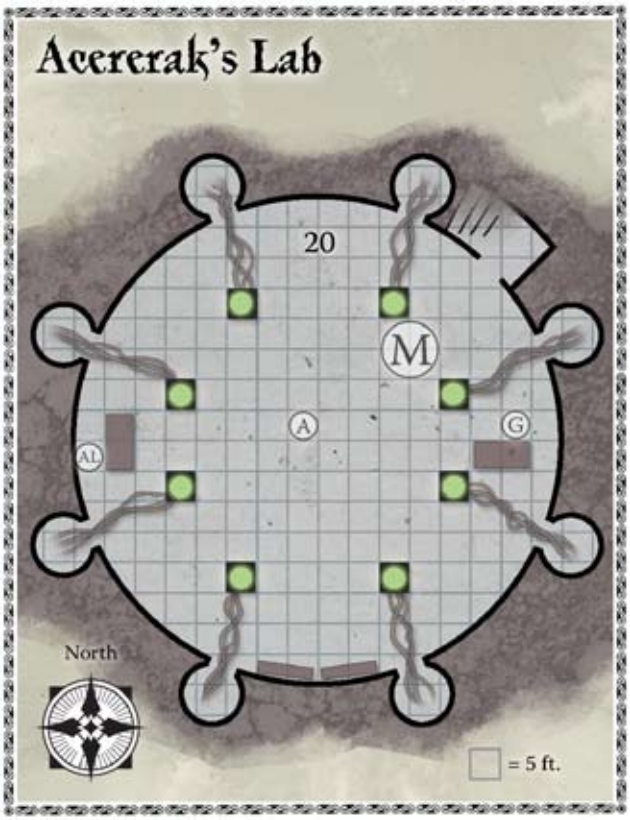
Alchemy Lab: The alchemist's lab spread out on the table is attended by *unseen servants* stirring powders and liquids with glass rods. The *spirit engine keys* are inside a leather pouch lying on the table. The lab table provides cover for Medium or smaller creatures from opponents on the other side. However, due to the volatile chemicals on the table, any attack that misses a creature using the table for cover that would have hit if not for the cover, instead strikes the table and shatters parts of the fragile components. If this happens, there is a 50% chance that it causes a poisonous chemical explosion.

Chemical Explosion: CR 16; mechanical; touch trigger; no reset; explosion (15d6, half fire/half slashing and piercing, Reflex DC 28 half); multiple targets (all targets in a 20-ft. radius centered on the table); poison (toxic chemicals—Fortitude DC 28 resists, 2d6 Con/2d6 Con); Search DC 20; Disable Device DC 28.

Bookcase: The heavy wooden bookcase along the wall may be climbed with a DC 10 Climb check. It is 10 feet tall. It also provides concealment for Medium or smaller creatures standing between its sides and the wall behind it. The bookcase is warded by an *alarm* (CL 17th) that silently alerts Acererak of anyone but him touching it or its contents.

Golem Worktable: This wooden table provides cover for Medium or smaller creatures from opponents on the opposite side. It is covered with human body parts being stitched together by unseen servants.

Receptor: This 6-foot-diameter cylinder is 8-feet tall and made of transparent iron: hardness 20; hp 50. The cables from area 19 connect to a coupler attached to an iron ring around the base. The top is covered with an iron lid (same stats) from which a 3-foot-long rod with a metal ball at its tip extends up at an angle toward the middle of the chamber. The rod transfers energy from the receptor to the soul crown. The receptor provides total cover from opponents on the other side. The liquid inside the receptor acts as a paralytic, life-supporting drug when it makes contact with a living being—Fortitude DC 30, paralysis/paralysis. Anyone trapped inside not paralyzed by the liquid may break out by forcing the lid off (DC 25 Strength check) and climbing out.



Teleport Gone Awry

A Side Trek for 10th-level PCs

When your PCs gain access to the *teleport* spell, their whole world changes. That simple spell opens up instantaneous, long-distance travel. No more long overland journeys or dangerous retreats through hostile territory. All it takes is clasped hands and a word from the wizard, and poof! The PCs are where they want to go.

Except that it isn't that simple, because *teleport* isn't foolproof. The off-target *teleports* are a matter of scattering your PCs someplace else on the map and forcing them to get their bearings and make the long overland journey anyway. But this Side Trek focuses on the really intriguing column on the *teleport* chart: "similar area."

Save this Side Trek for the next time the PCs try to teleport and wind up in a "similar area" rather than the place they were trying to go. In this case, the similar area is an outpost of the mind flayers of Thoon (found in *Monster Manual* V). If the PCs were trying to teleport back to their home city or to a temple where they could acquire healing—two of the most common teleport destinations—they can wind up in the clutches of the mind flayers instead.

This Side Trek is designed for 10th-level PCs, but it works well for any group that has access to *teleport* but isn't using *greater teleport* (which doesn't have the possibility of a "similar area" result). The encounters should be routine for 10th-level PCs, but there are two complicating factors. First, the monsters in one chamber can certainly hear a battle going on in the next chamber, so PCs that don't make quick work of their foes wind up fighting both groups of monsters at once. Second, the PCs are by definition not prepared for a *teleport* spell gone awry that puts them amid a bunch of mind flayers. If you have a higher-level group, escalate the monsters with care if the PCs are beaten down and have depleted many of their spells and other resources already.

ABOUT THE AUTHOR

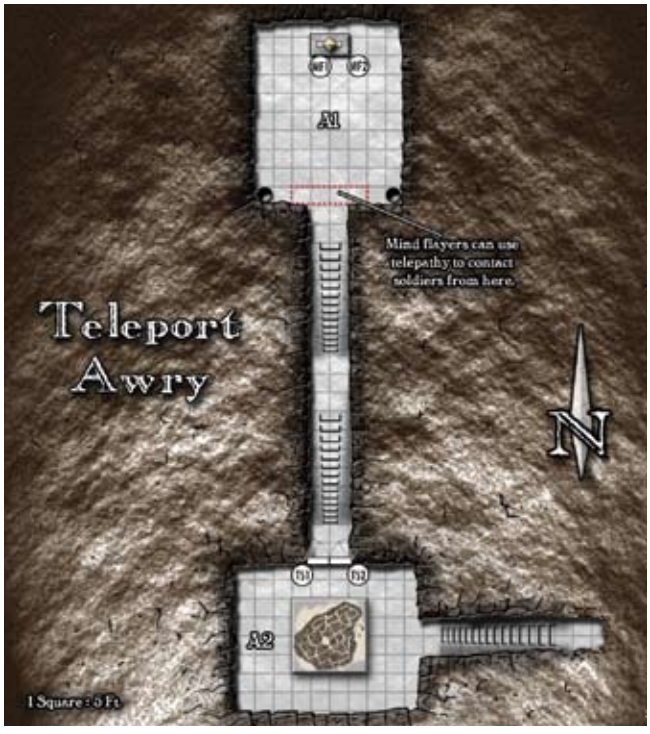
David Noonan is a designer and developer for Wizards of the Coast. His credits include co-designing *Dungeon Master's Guide II*, *Heroes of Battle*, and numerous products for the Eberron campaign setting. He lives in Washington state with his wife, son, and daughter.

WHAT'S A "SIMILAR AREA?"

Depending on how familiar the PCs are with their intended destination, the chance of winding up someplace unsavory like the mind flayer lair is anywhere from 8 percent (a destination viewed once) to only 1 percent (a place you're very familiar with). And that doesn't include the false destination—when you're trying to teleport to a place that doesn't exist. Then you've got a 12 percent chance.

Here's what the *Player's Handbook* says about getting the "similar area" result on the teleport chart: "You wind up in an area that's visually or thematically similar to the target area. A wizard heading for her home laboratory might wind up in another wizard's laboratory or in an alchemy supply shop that has many of the same tools and implements as in her laboratory. Generally, you appear in the closest similar place within range."

In this case, it turns out that the closest similar place is a cyst within the earth where the mind flayers of Thoon are plotting ways to extract more quintessence from the innocent and unsuspecting.



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Based on the original Dungeons & Dragons® game by E. Gary Gygax and Dave Arneson and on the new edition of the Dungeons & Dragons game designed by Jonathan Tweet, Monte Cook, Skip Williams, Rich Baker, and Peter Adkison.

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Shrine

Encounter Level 10

Setup

If the PCs were trying to teleport to a temple or similar place to get healing, then this is the "similar area" they teleport to. Place them in the south-central part of the map, and put the mind flayers next to the altar.

If the PCs arrive from room A2 (because they defeated the Thoon soldiers there before the mind flayers had a chance to react), then place the PCs at the top of the stairs and proceed.

First View

When the PCs arrive in the chamber, read:

You find yourself in a windowless chamber lit only by a glowing, green cube set on a corner. The cube slowly rotates above a black altar on the north wall. Before the altar, two mind flayers are kneeling, gently stroking its black surface with their tentacles.

Behind you is a stone stairway leading downward for at least 60 feet.

2 Mind Flayers — CR 8

MM 186
hp 44 (8 HD)

LE Medium aberration
Init +6; **Senses** Listen +11, Spot +11
Languages Undercommon; telepathy 100 ft.

AC 15, touch 12, flat-footed 13
(+2 Dex, +3 natural)
SR 25
Fort +3, **Ref** +4, **Will** +9

Speed 30 ft. (6 squares)
Melee 4 tentacles +8 melee (1d4+1) plus improved grab
Base Atk +6; **Grp** +7
Atk Options improved grab
Special Actions extract, *mind blast*
Spell-like Abilities (CL 8th)
At will—*charm monster* (DC 17), *detect thoughts* (DC 15), *levitate, plane shift, suggestion (DC 16)*

Abilities Str 12, Dex 14, Con 12, Int 19, Wis 17, Cha 17
SA extract, *mind blast*, spell-like abilities
Feats Combat Casting, Improved Initiative, Weapon Finesse
Skills Bluff +11, Concentration +11, Diplomacy +7, Disguise +3 (+5 acting), Hide +10, Intimidate +9, Knowledge (any) +12, Listen +11, Move Silently +10, Sense Motive +7, Spot +11

Improved Grab (Ex) To use this ability, a mind flayer must hit a creature of up to Large size with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and attaches a tentacle to the opponent's head. A mind flayer can grab a Huge or larger creature, but only if it can somehow reach the foe's head. If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or an Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of the opponent's turn.

Extract (Ex) If the mind flayer begins its turn with all four tentacles attached to its opponent and makes a successful grapple check, it automatically extracts the opponent's brain, instantly killing that creature. Constructs, elementals, oozes, plants, and undead are immune.

Mind Blast (Sp) 60 ft. cone, stun for 3d4 rounds, Will DC 17 negates.

Mind Flayer Tactics

These mind flayers are charged with minding the map room. But when the PCs arrive, they're meditating on the inscrutable glory that is Thoon, caressing the altar and the matrix of quintessence that floats above it. But they sure know what to do with teleporting intruders. They make them a meal. Make them *into* a meal, that is.

It's likely that neither the PCs nor the mind flayers were expecting this fight. The PCs didn't think they'd teleport into a mind flayer lair, and the mind flayers didn't think that they'd have to contend with teleporting surface-dwellers. So neither side is likely to have the advantage of surprise over the other.

If the mind flayers can act before the PCs actually start hostilities, they use *suggestion* to convince a PC or two to act as their bodyguards, targeting heavily armored and otherwise melee-capable PCs.

Once the actual fight commences, the mind flayers use *mind blast* on the group—twice if necessary to get as many as possible. Then one mind flayer attacks an unstunned PC while the other one moves to the top

of the stairs at the south. Once it reaches the marked squares near the staircase, it's close enough to telepathically contact the Thoon soldiers in room A2 and get help. But it won't risk attacks of opportunity to reach those spaces, so it might take a few rounds to get to the right spot.

At the beginning of the round after a mind flayer telepathically calls for help, roll initiative (at +3) for the Thoon soldiers. During that round, the soldiers open the door and move 30 feet up the stairs. The round after that, a double move puts them just 2 squares from the top of the stairs. See room A2 for their tactics.

The mind flayers take a brain or two, but they're cautious enough to not risk feeding while unstunned, ungrabbed PCs can fight back. Instead, they use *mind blast* to buy time to get the Thoon soldiers up the stairs and into the fray.

If a mind flayer has 5 hit points or less, it uses its *plane shift* ability to escape.

CONCLUSION

It's probably most useful to think of this as a two-stage encounter. It's likely that one way or another, the Thoon soldiers from room A2 head up here and arrive midway through the fight.

If a mind flayer reaches a space marked "T" on the map, then you'll roll initiative for the Thoon soldiers at the start of the next round and have them open the doors and go up the stairs as soon as it's their turn.

If a battle erupts in this room, then at the end of each round, make a Listen check for the Thoon soldiers (who are Listen +1) against a DC of 10 (the soldiers count as distracted because they weren't told to listen for trouble). If the soldiers succeed at the check, then have them roll initiative and go up the stairs as described above.

Features of the Area

The area has the following features.

Altar: The black basalt altar is roughly hewn and has crumbling, rounded corners indicative of great age. It radiates a dim aura of evil (the residue of various unspeakable rites performed here over the centuries).

Atop the altar is a green, glowing cube almost 3 feet on a side. This is a matrix of quintessence—the substance that the mind flayers of Thoon crave above all else. It has a strong magical aura, but the specific school of magic is unclear no matter how high the Spellcraft check result goes.

Quintessence Matrix: 10 feet bright illumination, 10 feet shadowy illumination.

Map Room

Encounter Level 10

SETUP

If the PCs were trying to teleport back to a large town or city, then this is the room where they wind up instead—a room with a scale model of the city they were trying to reach. Place them in the southern part of the room. Put the Thoon soldiers on either side of the closed door that leads to the stairs and room A1.

When the PCs teleport into the chamber, read:

Within this dimly lit chamber is a terra cotta scale model of [whatever city the PCs were trying to teleport to, or the nearest large city if they came from room A1]. Most of the buildings are a deep brown, but about a dozen glow with an inner light that casts long shadows around the room.

Beyond the model city are double doors flanked by two bipedal creatures of sinew and steel, covered in metal armor and emitting a faint bubbling sound. They stir as soon as you arrive.

There's also a stairway in the east wall heading upward.

2 Thoon Soldiers — CR 8

MM5 113
hp 75 (10 HD)

N Medium construct
Init +3; **Senses** darkvision 60 ft., low-light vision; Listen +1, Spot +1
Languages Undercommon; can receive telepathic commands

AC 20, touch 13, flat-footed 17 (+3 Dex, +7 natural)
Immune construct immunities
Resist fire 10
Fort +3, **Ref** +6, **Will** +4

Speed 30 ft. (6 squares)
Melee 2 arm-axes +14 each (1d8+7/×3)
Base Atk +7; **Grp** +14
Atk Options depends on aspect (see below)
Special Actions aspect of bloody slaughter, aspect of the fiery sun, aspect of the impervious tower, aspect of the ravenous horde, aspect of the death blossom

Abilities Str 25, Dex 16, Con —, Int —, Wis 12, Cha 5
SA aspect of bloody slaughter, aspect of the impervious tower, aspect of the ravenous horde, aspect of the fiery sun, aspect of the death blossom
Feats —
Skills Listen +1, Spot +1

Aspect of Bloody Slaughter (Ex) By expending a swift action and taking 5 points of damage, a Thoon soldier can reconfigure its limbs to deal damage to multiple adjacent foes. While in this aspect, a Thoon soldier can make a Whirlwind Attack (as the feat) with its arm-blades as a full-round action, and it can make attacks of opportunity as if it had the Combat Reflexes feat. A Thoon soldier can have only one aspect active at a time. When adopting this aspect, a Thoon soldier says in Undercommon, "Slaughter for Thoon!"

Aspect of the Fiery Sun (Ex) By expending a swift action and taking 5 points of damage, a Thoon soldier can channel quintessence from its body, creating heat. The Thoon soldier's melee attacks deal an extra 2d6 points of fire damage, and creatures that hit it with a natural weapon or a nonreach melee weapon take 1d6 points of fire damage. A Thoon soldier can have only one aspect active at a time. When adopting this aspect, a Thoon soldier says in Undercommon, "All will burn for Thoon!"

Aspect of the Impervious Tower (Ex) By expending a swift action and taking 5 points of damage, a Thoon soldier can extrude extra armor plates and bolster its magical defenses. While using this aspect, a Thoon soldier gains a +4 resistance bonus on all saving throws and a +4 deflection bonus to AC. A Thoon soldier can have only one aspect active at a time. When adopting this aspect, a Thoon soldier says in Undercommon, "Stand and fight! Thoon is Thoon!"

Aspect of the Ravenous Horde (Ex) By expending a swift action and taking 5 points of damage, a Thoon soldier can reconfigure its lower limbs for greater speed and maneuverability. While in this aspect, a Thoon soldier's speed increases to 40 feet, and it can make a melee attack in the middle of its move as if it had the Spring Attack feat. A Thoon soldier can have only one aspect active at a time. When adopting this aspect, a Thoon soldier says in Undercommon, "Walk with Thoon!"

Aspect of the Death Blossom (Ex) A Thoon soldier has one final mode it enters if it starts its turn with between 5 and 20 hit points left. By expending a swift action and taking 5 points of damage, a Thoon soldier can reconfigure its body to explode when destroyed. If destroyed while in the aspect of the death blossom, a Thoon soldier deals 8d6 points of fire damage to all creatures within 40 feet (Reflex DC 15 half). A Thoon soldier can have only one aspect active at any time. When adopting this aspect, a Thoon soldier says in Undercommon, "Death blooms in the name of Thoon! Thoon! Thoon!" A Thoon soldier doesn't change out of the aspect of the death blossom until it's fully healed. The save DC is Constitution-based.

THOON SOLDIER TACTICS

Without mind flayers to telepathically direct them, Thoon soldiers are observant but unimaginative combatants. At the beginning of the Thoon soldiers' turn, take the swift action to change aspects based on the current tactical situation. The Thoon soldiers don't think ahead—they pick the aspect that makes sense at that moment.

The Thoon soldiers stay near the doors to the north unless the PCs avoid engaging them in melee. If either Thoon soldier has a spare move action available, they open the door to make things easier for the mind flayers to hear the battle.

Once the mind flayers show up, then the Thoon soldiers can display more forethought, although it's the mind flayers providing the thought in this case.

CONCLUSION

The tenor of this battle likely changes as soon as the mind flayers in room A1 hear the battle. Unless the PCs are unusually quiet, the mind flayers start to come out of their meditative reverie at the end of the first round (it's a DC 10 Listen check to hear the battle, and the mind flayers have Listen +11). Roll initiative for the mind flayers at the end of the first round. The mind flayers spend the second round moving 30 feet down the stairs, and then they reach the doors at the end of their turn on the third round.

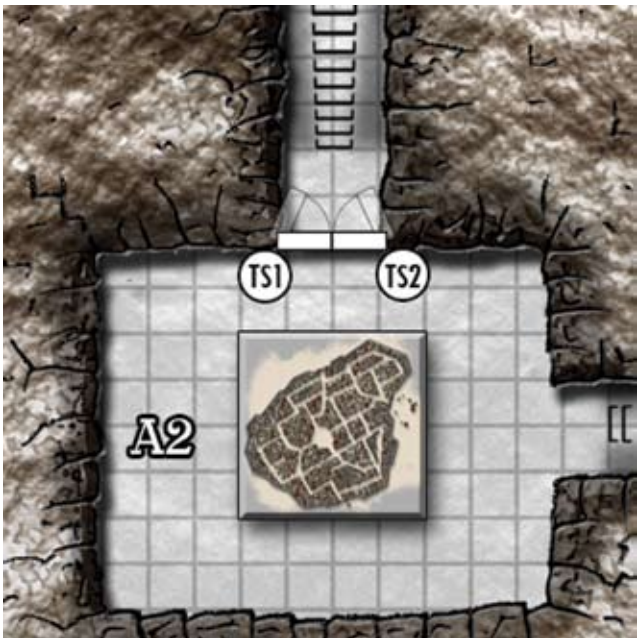
Features of the Area

The area has the following features.

Glowing Buildings in Model City: 10 feet bright illumination beyond the model city itself, 10 feet shadowy illumination.

Strong Wooden Doors: Hardness 5; 20 hp. Hinges swing southward; doorknob on both sides of door. This door has a deadbolt lock (DC 20) with a lever on the south side, but neither the mind flayers in A1 nor the Thoon soldiers have a key. It takes a DC 23 Strength check to break open the door if it's latched shut, or DC 25 if it's locked. Listen DCs increase by +5 through a door.

East Stairway: The passageway to the east leads upward to the surface—wherever is convenient for the PCs to get back on track and continue their journey. Or alternatively, if you want to turn this from a Side Trek into a full-blown adventure, the passageway can instead lead downward . . . into a major Thoon base, where the PCs search for a way to the surface and further clues about what the Thoon mind flayers are up to.



Model City: The terra cotta model is whatever city the PCs are most familiar with (or were trying to teleport to). It's accurate building to building, although there isn't much architectural detail. About a dozen buildings—an inn here, a guildhouse there—glow because they've had a *continual flame* spell cast on them.

The glowing buildings either have Thoon conspirators in them, or they are targets for future Thoon infiltration, depending on the needs of your campaign. The PCs shouldn't have any difficulties making a map of the glowing buildings so that they can check them out when they return to civilization. And that's a matter for a future adventure.

It's also possible—and with some players, exceedingly likely—that a PC goes "Godzilla" on the city either in combat or afterward. PCs can trample the city underfoot easily; doing so leaves difficult terrain in that square. A Small character can carefully move through the model city by stepping in the streets, but even a nimble Medium character can't do so—their feet are simply too big.

The Thoon soldiers and the mind flayers won't trample the model city.

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Based on the original Dungeons & Dragons® game by E. Gary Gygax and Dave Arneson and on the new edition of the Dungeons & Dragons game designed by Jonathan Tweet, Monte Cook, Skip Williams, Rich Baker, and Peter Adkison.

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Many centuries have passed since the people of Kortian Valley lived under the rule of the tiefling empire of Bael Turath, and during the hemorrhages that marked the old nation's final days, the Kortian Valley was one of the first lands to have wrestled its way free from the tyranny of the tiefling warlocks. In its heyday, this valley served as an important route through the Kadagast Mountains, seeing traffic from all over the world. However, as the darkness fell about the land after dragonborn and tiefling battled to the end of both their empires, the roads were safe no longer, and outlying settlements vanished under the weight of unspeakable evil.

"Touch of Madness" is the first installment of *The Tear of Ioun*, a three part mini-campaign for the *Dungeons & Dragons* game. Designed for five 10th-level characters, you can easily adapt it for smaller and larger groups of higher or lower level characters by simply adjusting the number of monsters present and the amount of treasure.

The Kortian Valley is a point of light in the otherwise dark world of the *D&D* campaign. Beyond the town's borders and the gloomy landscape around, people know little about the world, giving you the ability to drop this community and adventure into any campaign setting you like.

WHAT YOU NEED TO PLAY

This adventure makes use of the *Player's Handbook*, *Dungeon Master's Guide*, and *Monster Manual*. Having copies of the *Spell Compendium*, *Magic Item Compendium*, and the *Rules Compendium* can enhance play, but aren't strictly necessary. Finally, when this adventure references rules from other sources, any pertinent information for running the encounter is included here. Within this adventure, abbreviations indicate materials that appear in other supplements. Those supplements and their abbreviations are as follows: *Book of Vile Darkness*, (*BV*), *Complete Adventurer* (*CAd*), *Complete Arcane* (*CAr*), *Complete Mage* (*CM*), *Complete Warrior* (*CW*), *Dungeon Master's Guide* (*DMG*), *Dungeon Master's Guide II* (*DMG2*), *Exemplars of Evil* (*EE*), *Fiend Folio* (*FF*), *Libris Mortis* (*LM*), *Lords of Madness* (*LoM*), *Lost Empires of Faerûn* (*LM*), *Magic Item Compendium* (*MIC*), *Manual of the Planes* (*MP*), *Miniatures Handbook* (*MH*), *Monster Manual* (*MM*), *Monster Manual II* (*MM2*), *Monster Manual III* (*MM3*), *Monster Manual IV* (*MM4*), *Monster Manual V* (*MM5*), *Player's Handbook* (*PH*), *Player's Handbook II* (*PH2*), and *Spell Compendium* (*SC*).

ADVENTURE BACKGROUND

Beyond the mortal world, somewhere outside the infinite bounds of the Astral Sea, the Far Realm exists. Not tied to the reality of gods and mortals, the Far Realm is world of contradictions, a place of constant creation and evolution checked by the ever-present tide of destruction. The Outside is a sea of possibilities, where the diseased imaginations of a fevered brain take form. Here the stuff of madness seethes—the personification of becoming and ending all bound together in a seething soup of acidic slime, shivering tentacles, and shuddering, sentient, awfulness.

As deadly as the Far Realm is to mortals of this world, it breeds life of its own, conjuring myriad shapes and nightmarish fusions of disparate beings, ranging from the infinitesimal to the colossal, from the meekest victim to the most aggressive monster. These entities are trapped in an endless cycle of consumption and creation, of extinction and rebirth, in a place always in flux. So long as they remain beyond the reaches of the mortal world, the Far Realm and all its madness poses no risk to mankind. Horrifically, though, the Outside ever seeks to expand into the structured universe of mortals, bulging outward to force its essence into the Material Plane, leaking its putrescence to breed inexplicable horrors, and altering existing creatures into new and terrifying forms. Nightmarish beholders, the insane aboleths, and other aberrant creatures infest the mortal realm like vermin, spreading their corruption through all things to breed and consume, to create and conquer, and to seize this world and remake it into their own perverted image.

Given the results of mortal contact with the Far Realm and the maddening changes it bestows, one wonders what sort of mortal might seek out this place. Who sets out to learn its secrets and master its horrid powers? Truly, such efforts are the province of the insane, the gibbering, and the soulless, for each breaching of the planar bounds enables more of its essence to ooze forth and alter more of the natural world. Each new aberrant creation weakens reality's integrity and threatens to sunder the works of the gods in one spectacular orgy of destruction. Only the truly mad would ever seek such an end, no matter how curious or how depraved, but, perversely, mortals seem drawn to this dreadful place, setting aside all caution and all common sense to embrace the sheer awfulness of the Far Realm so that they may bathe themselves in its effulgent glory.

Ioun and the Kaorti

Long ago, the goddess of knowledge Ioun, in thanks for mortal aid in the divine struggle against the Primordials, entrusted humanity with a sacred gift. This gift existed in the form of several fist-sized stones that shone with the light of one thousand suns and were said to contain the world's knowledge for those with the fortitude to withstand their blinding light. To safeguard these holy stones, Ioun's church established orders of holy knights and religious scholars, the former to protect the stones and ensure their access to any and all who would learn, and the latter to tease forth their mysteries. One such order, their names a curse unto this day, was the Kaorti.

As the goddess of knowledge, Ioun commands her mortal servants to seek out and apprehend knowledge in all forms and disseminate it to their fellow people. Rather than hoard this learning as Vecna's dark priests would have it, Ioun priests sought to educate the minds of their fellows and enlighten all with the wisdom of their mistress. While all of Ioun's priests enthusiastically cleave to their goddess's tenets, even the most fanatical understands some knowledge is too wicked to be unleashed, and so in their search for learning, certain tomes and scrolls remained safe within the temples. These were available to those who wanted to study them, but the priests never advertised their existence.

For some of Ioun's priests, this tactic felt like a concession to Vecna and his secretive ways. These zealots believed that all knowledge, no matter its content, should be learned and taught, no matter the repercussions. Leading this reckless charge were the Kaorti, a faction of scholarly priests charged with guarding the *Tear of Ioun*, the largest and most powerful *Ioun stone* of them all. A charismatic young man of exceptional talent named Volarn led this zealous band, and through his obsession with forbidden texts, he carried his order to the brink of annihilation.

WHO THE HECK IS IOUN?

Ioun is one of the new deities from D&D 4th Edition. A deity devoted to knowledge and prophecy, she is one of several new deities your characters will be able to devote themselves to in the new edition.

In the future, this adventure, and the two in this adventure arc that follow in the coming weeks, will be updated to 4th Edition. To prepare for that eventuality, we went ahead and started using some information from the new edition's mythology right here.

The Scrolls of Tireon

Aside from their roles as houses of worship, Ioun's temples also function as repositories for tomes and scrolls. The larger church chose the Kaorti temple to house the more dangerous writing since it was positioned high in the mountains on the actual grave of Radagast, an ancient mystic and prophet of the goddess. With access to such works, Volarn spent much of his time examining the writings and becoming obsessed with their contents. While searching for a ritual of infernal binding for a colleague in the capital city of the empire, Volarn happened upon a set of strange scrolls written by an eladrin mystic. The tiny writing, strange diagrams, and schematics for wondrous artifacts drew him in and revealed to him the wonders of the Far Realm.

Mild curiosity evolved into unhealthy obsession as he learned more and more of this other place. The writer, according to the text, pierced reality, creating a pinhole into the Far Realm to learn what lurked beyond. What the writer saw filled him with dread, so he sealed up the cosmological wound with potent wards, but not before something slipped free. A tiny creature, something like a tadpole, but fleshier and with numerous tentacles sprouting from its body, wormed through the rift. When it touched the author's flesh, it burrowed inside, awakening all manner of strange sensations and hallucinations, and it filled his mind with the schematics to erect a more permanent portal. Volarn instantly grew intrigued, and so he devoured the scrolls, reading and rereading them to learn all he could. He quietly shared his findings with his closest friends at first and with their support he eventually turned the entire temple to the task of recreating the ancient experiment and journeying into the unknown. Those who disagreed vanished, so that those who harbored doubts learned to keep them secret.

It took a decade, but the Kaorti completed the device described in the scrolls, constructing a massive orrery that marked the passage of Domains through the Astral Sea. Fearing contamination through exposure to the potent energies of the Outside, the Kaorti also assembled black body suits that would protect them from corruption. All was ready as described in the eladrin's memoirs, but nothing worked. Volarn realized the orrery needed a power source and so used the *Tear of Ioun*, placing it in the heart of the great machine. As he pulled his hands away, the great orbs shuddered, rotating around the shining artifact. They picked up speed, and an arc of light lanced forth from the stone only to vanish into what seemed to be a writhing fold in time and space. Volarn and his fellows quickly donned their gear and stepped toward the squirming hole, unmindful of the queer effect it had upon the goddess's gift.

The corrupting influence issuing from the rift bathed the stone with dread power, altering its nature so it gathered the loosed power of the Far Realm. Even as the orrery picked up speed and a gateway into the Far Realm appeared, the *Tear's* light ebbed as black fissures spread across its surface. Even as the relic began to fail, the Kaorti stepped through the portal, leaving the Middle World for the unspeakable vistas of the Outside. When the last vanished, the stone flickered and went dark, causing the eldritch power keeping the gate open to fail. The *Tear's* weird movements halted and snapped shut with such force that it blew apart the orrery, sundering the tower and sealing the reckless priests in the Beyond.

Kaorti Reborn

With the portal closed, the explorers found themselves adrift in a churning ocean of acidic slime, wriggling tentacles, and glaring eyes that dripped clots of ochre-colored pus. The suits they wore held at bay the corrupting influence for a time, but not forever. Not much time passed before the tendrils of recreation insinuated themselves into the folds of their clothing, impregnating them with the horrific warping effects of the Far Realm. One by one, their forms bloomed bizarre corruptions, and their flesh split open to issue

forth a torrent of squirming viscera replete with cilia and suppurating orifices. Horns of calcified sinew tore free from the flesh, bursting in torrents of lavender maggots and streaming yellow bile. Each day, the Kaorti bore humiliating torment after torment until their minds snapped as one, jettisoning all notion of their identities. They clung to one goal: They yearned to return to the mortal world and share the wonders of the Far Realm's dread gift.

The Uncertain Dreams of Black Malachi

Centuries after the Kaorti were lost to the Far Realm, the tiefling empire collapsed into ruin, its cities pulled down and people scattered. The *Tear of Ioun* passed into myth and no one remembered the Kaorti or even the purpose of the ruined tower in the heights of the Kadagast Mountains. Although the passage of years concealed much of these ancient sins, not all were done with them—in the wastes of the frozen north, a wretched warlock named Malachi dreamed.

What Malachi did not know was that he was the last blood relation to Volarn. To his imprisoned ancestor, Malachi represented the last hope of the Kaorti to escape. Touching his mind while he slept, Volarn poisoned his thoughts with glimpses of the Outside, seduced him with the promise of incredible power, and unraveled his sanity to make him his creature.

Volarn appeared in his dreams, demanding that Malachi construct a new orrery to release him and his fellows from their prison. Finding it impossible to refuse, Malachi began the labored process of following in his ancestor's steps with the aid of a legion of slaves and servants. As his work neared completion, he knew he lacked one component: the *Tear of Ioun*. He might have fetched the relic himself had he known where it lay, but he felt compelled to remain and finish his work. As a result, he turned to his servants, a vile menagerie of mercenary and scum, to do the work for him.

THE STORMCROWS

Among the many agents that spread out from Malachi's fastness, Kylus proved the most cunning and craven. He located the old Kaorti temple not far from a small town named Wellspring. Rather than pluck the stone from the tower himself, he hired a band of mercenaries known as the Stormcrows. A talented group of adventurers, they had a reputation for taking any job so long as the pay was right. When he laid out the job and the reward he offered, they readily agreed and set out to recover the relic.

They found the tower, fought its mutated inhabitants, and located the *Tear* as Kylus had hoped. However, none were prepared for the corruption the stone contained, and when Elomiir, the party's leader, picked up the *Tear*, his body betrayed him, transforming him into a hideous abomination. Madness spread through their ranks, and their bodies were altered by proximity to the stone until they became as the monsters that dwelled in the ruined tower. Elomiir decided they must serve the stone and protect it from those who would seize it for their own evil. Thus they have remained, worshiping the *Tear of Ioun* as if it were a god, offering up filthy prayers and bloody sacrifices and exulting in the ruin of their own flesh, while queer creatures from the bowels of the earth have come to vow service to these new mad masters.

Shathrax and the Theft

While Kylus waited for the Stormcrows, he had the misfortune to be discovered by a mind flayer named Shathrax. This vile creature had long lived beneath the town, plotting to enslave the human population and make servants of them. As Shathrax slipped his tentacles into Kylus's mind, drinking deep the bloody gobbets of his flesh, he was startled to learn of the *Tear* and its location. Well aware of the item's powers and connections to the Far Realm, the *Tear* presented an excellent opportunity to put his own plans in action. Thus Shathrax sent forth his dark one mercenaries to recover the relic, stealing it from the corrupted Stormcrows so that they could bring it back to him in his fortress below the town. Little did Shathrax expect the theft would stir up the Stormcrows and throw all of his plans into disarray.

ADVENTURE SYNOPSIS

"Touch of Madness" follows a simple structure in which a frontier comes under attack and it falls to the adventurers to protect it. However, the attackers are no orcs or goblins; they are something far stranger and their appearance leads many people in the community to believe that more attacks will follow. The only way to save the town, then, is to find out who's behind the attacks and change their minds—forcefully if necessary.

Thus, from the recovering town, the heroes cross the valley, brave the perils of the dark forest, and climb the slopes into the old, rugged Kadagast Mountains as they follow the well-marked path left by their attackers. The trail ends at a ruined tower overlooking a deep ravine. It's readily apparent that something is wrong because

CHANGED CREATURES

Exposure to the *Tear of Ioun* triggers strange changes in living creatures. Living creatures within 120 feet of it must succeed on a DC 25 Fortitude save or become corrupted. Such creatures change their alignment to any evil. Humanoids gain Aberration Blood (*LoM* 178) as a bonus feat. This feat grants an aberrant feature with a corresponding benefit as follows:

Aberrant Feature	Benefit
Bulging eyes	+2 bonus on Spot checks
Flexible limbs	+2 bonus on grapple checks
Segmented eyes	+3 bonus on Search checks
Slimy skin	+4 bonus on Escape Artist checks
Sticky fingers	+3 bonus on Climb checks
Tail	+4 bonus on Balance checks
Webbed hands	+4 bonus on Swim checks

Creatures physically touching the relic must succeed on a second DC 25 Fortitude save or gain the corrupted template (*BV* 186).

littering the ground around the structure are rotting corpses and ghouls that feast upon them. When they venture into the tower, the PCs find themselves facing a myriad of dangerous threats but also discover the cause of the attacks: the theft of an ancient relic said to hold great power.

ADVENTURE HOOKS

Since the adventure begins in the town of Wellspring, you'll need to come up with a reason for why the player characters are there in the first place. You can use any one of the following adventure hooks or come up with one better suited for your campaign.

Between Adventures: Being a haven of civilization in an untamed wilderness, Wellspring is an ideal place to purchase supplies, rest, and relax. The characters could be here between quests to take some well-deserved downtime or they may even come to the community to train (or retrain) for class features, skills, and feats. Wellspring is large enough for the PCs to get needed ingredients to create magic items or to research other mysteries involved with past or future adventures.

Rumors of Adventure: Situated as it is on the frontier, adventurers frequently come to Wellspring to mount expeditions into the Harrow Wood and the Kadagast Mountains. Rumor holds that old portals to the Feywild still stand in the woods, and portals to other darker and stranger lands lay in the heights of the looming mountains beyond. In addition, the peaks are home to a variety of old ruins—remnants of Bael Turath—and so those seeking fortune and power often prowl the heights in search of tombs to plunder and dungeons to explore.

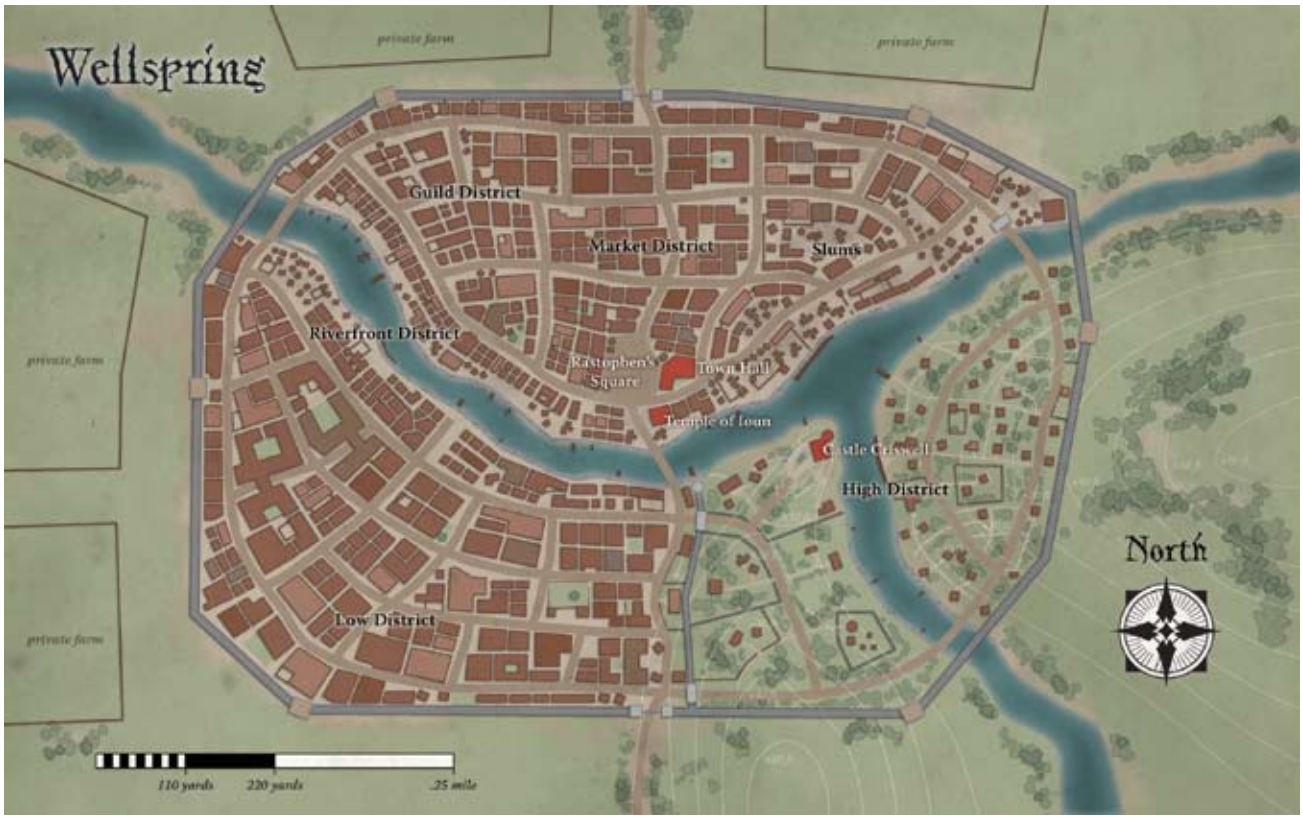
Pilgrims: For the church of Ioun, Wellspring is a holy site. At this location, Rastophen received the blessing of the Goddess and founded an ancient order dedicated to protecting her gift. As a result, many pilgrims come to Wellspring to pay homage to Rastophen at what they believe is his tomb at the center of town. The church hires guards to accompany pilgrims and protect them from the hazards of cross-country travel.

WELLSPRING

Nestled in a valley formed by two arms of the Kadagast Mountains, Wellspring is a small town on the edges of civilization. Home to almost two thousand souls, Wellspring's folk are mostly farmers and fishers. Cultivated farmland surrounds the community, and well-worn paths to Kord's Tankard, a deep lake fed by runoff from the mountains, crisscross the land. The old empire road wends down from the North Pass, worming through the valley and reminding the locals of days when travel was much safer than it is today. Paved with cut stone quarried from faraway, they still see the occasional wagon and caravan from the north, laden with goods to trade for barrels of Wellspring's famous salted fish.

The most common travelers, though, are the pilgrims. These strange men and women devote themselves to the goddess Ioun. Each year brings another crop of devout to the town's center, where they pay their respects to the old tomb of Rastophen. Wellspringers are famous for being suspicious of gods and their servants. When viewing the old worn statue with its bird droppings and years of corrosion, they can't help but wonder if it actually marks the grave of this old cleric. Naturally, they keep their doubts to themselves so they don't anger the pilgrims, who are free with coin and play an important part in Wellspring's economy. When in view of the pious, Wellspringers are gracious hosts quick to doff their caps to the old faceless statue standing in the center of their town.

Wellspring's businesses ring the town square, and they include a general store, the Blue Plate (a restaurant and taproom), and a few other small shops that cater to the traveling types. Beyond the square, narrow streets wind through tightly packed homes, many of which rise two or three stories and lean out over the streets.



The roads are cobbled and generally clean—the rains are frequent enough to wash the detritus into the river. Four bridges in the community allow passage over the various waters that run through the town, and a steep wall encircles the entire place.

Humans are the dominate race of Wellspring, followed closely by halflings. Other races see some representation, but in no significant numbers. Wellspring has few temples, but it does maintain several small shrines to good and unaligned gods, though their clergies are small and many priests have reputations for being the town's biggest drinkers. The temple of Ioun is the largest, but between pilgrimages, it is generally empty.

PLACES OF INTEREST

The following important locations can be found in Wellspring.

Square of Rastophen: Paved in cobblestones and dominated by an old worn statue of a man (presumably), the square is the center of the town's activity. When not playing host to pilgrims or the town's festivals, it functions as the town's primary marketplace.

Temple of Ioun: Locals claim this ancient temple stood long before the town ever did, and its old stones, which are covered in ivy and queer sigils, suggest some truth to its legends. Multicolored pieces of glass in a rainbow of colors peek out from the mortar so that when the sun deigns to peek out from behind the ever-present clouds, the temple positively sparkles. Two massive iron doors present the only entrance, and inside is a massive auditorium ringed with stone benches around a central pit where an old worn altar stands.

Over the years, the church of Ioun has sent a dozen or so priests to restart the church, but each missionary has wound up meeting a terrible end. Some have vanished, others have been found in the river, while others still went mad and strung themselves up from the temple's rafters. With little luck in establishing a congregation, the mother church has a smaller shrine in the high district that's attended by Toribus Trent, a notable drunkard and lackluster cleric.

Castle Criswell: Rivaling the old temple of Ioun, Castle Criswell stands on a sharp rise overlooking the southern branch of the Chill, the main waterway that meanders through the city. A 50-foot tower dominates the castle, and from its conical roof snaps the colors of Lord Criswell. His standard depicts a rearing brown bear flanked by two downward-pointing swords. The rest of the castle consists of a two-story house and two

smaller outbuildings for servants and a garrison, and all are surrounded by a low curtain wall.

Guild District: Three powerful guilds—Bakers, Ironworkers, and Tanners—dominate the town's industry. Each guild oversees a variety of related industries, and they set the prices in the town. Each guild keeps a representative near Lord Criswell to ensure the noble remembers who pads his coffers.

Town Hall: Facing the Square of Rastophen, the town hall is a three-story building of wood and stone that is roofed in slate shingles. Narrow windows look out over the square. Most of this building consists of the audience hall, where commoners voice grievances to the lord, do some business, and hold town meetings. Weddings are common here as well.

Slums: While definitely home to Wellspring's poorer citizens, the slums are not the disease-ridden wasteland of larger cities. Much of this district holds the homes of commoners who work in the Guild District. Not destitute by any means, most folk here are content with their simple lives.

Riverfront District: Both sides of the western Chill are crowded with warehouses, shops, taverns, and hostels, all of whom cater to the frequent sailors who travel up from southern cities to do business. The Riverfront District is patrolled, but the watch is lax and the streets are rife with crime.

High District: Named for the hills that ripple out from the eastern shore of the Chill, the High District is the wealthy part of Wellspring, made so by merchants, successful guildmembers, and others who would escape the curious smells wafting up from the Guild District. With wide streets, several cultivated parks, and higher-end shops, the High District is a bright spot of prosperity in the darkness of the frontier.

Low District: The Low District fills out the rest of the town. Given over to commerce, middle class housing, and a scattering of shrines and small temples, the Low District is a safe if uninteresting part of town.

GETTING STARTED

The adventure begins once you and the players have worked out a reason for their being in Wellspring. Give the characters a bit of time to settle in and recuperate from any previous expeditions; they're likely to be at the Blue Plate.

Once the PCs are ready, read:

The light rain that has fallen throughout the afternoon has done nothing to disperse the pilgrims crowding the square, all of whom are praying, kneeling, or looking in awe at the old statue rising from the square's center. The presence of all these travelers brings out the town's merchants in force, and they hawk amulets, trinkets, and hot pies to any who listen.

The pilgrims pay their respects to Rastophen, hoping for some nugget of wisdom to give their lives meaning and direction. So zealous are these faithful, the appearance of shrieking grimlocks and maddening grell leave them wondering if all of this is a divine test.

Tactical Encounter: Under Attack! (page 25).

Prisoners: The grimlocks are as fanatic about their service to the Stormcrows as are the pilgrims to Ioun. Grimlock prisoners are hostile and their fear of their masters imposes a –5 penalty on Diplomacy or Intimidate checks used to improve their attitudes. If the PCs make a captive friendly, the grimlock rambles on about finding the master's *Tear*, "we were sent . . . find it . . . we must . . . ," though the grimlocks aren't sure what the *Tear* is or where it might lay. A helpful grimlock reveals the host came from the Kadagast Mountains, pointing at towering peaks.

THE SOLEMN PRIESTESS

After defeating the attackers, the PCs are free to attend to their own wounded. As they do, they notice a striking woman moving among the wounded pilgrims, kneeling and tending their gruesome injuries. She wears hooded blue robes trimmed in rainbow colors along the sleeves. A crystal stone set in an ornate medallion hangs about her neck (DC 10 Knowledge [religion] reveals this be a symbol of Ioun, goddess of magic). This woman is Deirdre (N human cleric 9), a priestess of Ioun, who has come to Wellspring on her own pilgrimage. She witnessed the entire fight and fully intends to engage the PCs once she has done all she can for the injured. If interrupted, she enlists the PCs' help by having them cut bandages, hold compresses to wounds, and the like—specifically aiding another to stabilize the dying. After about a quarter of an hour, she's ready to talk.

All business, she offers a quick thanks to the adventurers for coming to the defense of the pilgrims and Wellspring, but she fears this is the vanguard of another attack, citing how grell and grimlocks are both creatures of the Underdark and not usually inclined to venture far from their darkened homes. If the characters mention the *Tear*, having perhaps persuaded a grimlock to talk, she says, "This confirms it then. If they are hunting for something here in the town, more will come unless we can somehow stop them."

The characters probably have a few questions for this brusque woman. Likely questions and typical answers follow.

So, who are you? I am Deirdre, a priestess of Ioun.

Ioun's a god? Most certainly, and the wisest of them all, for she is the goddess of knowledge.

Is that temple yours? It is a haven for those of my faith, but no, I don't claim it as my own. I, like these pilgrims, have come to Wellspring for enlightenment.

So who's this statue supposed to be of anyway? That would be Rastophen, a great hero of our faith. Some claim he ascended and now serves Ioun as an Exarch, though that is a subject hotly debated amongst my people.

What'd he do? According to legend, he received the wisdom of Ioun from the goddess herself. Using his knowledge, he fashioned the first magic stones that hold the goddess's power. He also founded an order of priests to uphold her faith in these parts. (A DC 20 Knowledge [religion] check confirms this.)

Where were you during the fight? Alas, I am no warrior; I am but a humble priestess, a teacher, and healer.

Any idea what this "Tear" *might be?* Unfortunately, no. (Any suspicious players fishing for a lie are entitled to a DC 20 Sense Motive check. A success reveals a hunch that she's not being straight with this one, though no amount of pressing gets her to reveal what she knows. In truth, she knows all about the *Tear's* origins and the truth of what happened to the Kaorti. She's come to Wellspring to find and destroy the contaminated stone.)

RELUCTANT HEROES

Some heroes may find pro bono work a bit beneath them or find the 500 gp far less than they are worth for the danger they are bound to face. Such callousness builds the foundation for another, nastier attack. After 1d3+2 days (–2 days if the grell philosopher got away), another force consisting of four grimlock mobs, one of the Stormcrows (choose one), and four more grells descend on the community, this time looking for the PCs. How this plays out is up to you, but ultimately, it should nudge the PCs toward exploring Forlorn Tower, which should get the adventurers out long enough for Deirdre to steal the *Tear of Ioun* for herself.

Once the players pause in their questions, Deirdre steers the conversation back to the matter at hand. "As I said, I suspect this is but a taste of what's to come. Doubtless, this town has its defenders, but as they proved ineffectual against this host, when the real force arrives, they don't stand a chance. Friends, someone must discover the source of these attacks and put an end to it. I fear this burden falls to you."

The PCs may argue that they should find this *Tear* and give it back to the host. Deirdre responds by saying, "You cannot appease such evil. If they are indeed searching for something, their finding it cannot be good for us or the townsfolk. Still, locating the item, if it is here, may be worthwhile. While you seek out the source of the attacks, I'll search the town for the item. I have plenty of help, so if it's here, we'll find it."

Mercenary PCs may demand some sort of compensation for risking their lives. Deirdre lacks the funds herself, but promises to speak to the local lord on their behalf. She also offers to tend to any injuries, afflictions, or other maladies they may acquire while combating this threat.

It takes Deirdre just shy of an hour to find the lord and plead her case. Lord Criswell (LN human aristocrat 11) offers 500 gp per PC if they return with proof that the threat is ended. Meanwhile, he shores up his defenses, dredging up conscripts from the locals in preparation for another attack.

Snooping Around

While waiting for Deirdre to bring news of a promised reward or perhaps while the PCs rest up to start their travel fresh with a full complement of spells and hit points, the PCs may do a bit of investigation and research to discover a bit more about the area, current events, and notables.

Each of the following entries corresponds to a different skill. When a character makes a successful check, the following information is revealed as well as all information from lower DCs.

Bardic Knowledge

DC	Result
10	The lands around Wellspring were once part of the ancient empire of Bael Turath, a powerful and long-dead civilization brought low by its filthy pacts with devils.
20	Numerous ruins dot the valley and the slopes of the Kadagast Mountains, most of which hearken to the tiefling empire.
25	The creatures infesting the mountains, especially the western range, are predominantly aberrations.
30	An old legend that relates to this region deals with a cabal of intellectual mystics and wizards who tore open reality to discern the secrets of existence. The knowledge proved too great and the arrogant scholars found only death and ruin.

Gather Information

DC	Result
10	The host hit a few farms outside Wellspring, slaughtering people and animals alike and leaving blood-soaked ruins to mark their passing.
15	A few weeks ago, explorers called the Stormcrows set out from Wellspring, heading west. They bought mountaineering equipment—ropes, grapples, and climbing gear.
20	There were five people in the Stormcrows, including a male elf warrior, a female human wizard, a male human scout, a male dwarf rogue, and a female human marshal. They were also asking a lot of questions about the region and its history, especially about the ruins in the mountains.
25	About two weeks after the Stormcrows left, people started disappearing.
30	The missing citizens include Reese, a baker; Jurival, a friar of Bahamut; and Simon, a young son of local merchants. (This clue provides dead-ends for now, but the second part of this adventure series, "Depths of Madness," explores this rash of vanishings in far greater detail.)

Knowledge (arcana)

DC	Result
25	Although the tieflings of Bael Turath gained their curse from pacts made with the devils, the mystics of the ancient empire are remembered for their magical innovations and their preoccupations with the planes.

Knowledge (dungeoneering)

DC	Result
13	The strange creatures that led the attack were grell, which are aberrations said to live in the bowels of the Underdark. This result reveals all aberration traits.
18	The grell are malicious hunters with an insatiable appetite. They are believed to come from some distant, alien plane.
21	Grell society consists mainly of soldiers, with some philosophers, and even fewer patriarchs, who are masters of a weird blending of science and magic.
23	The grell rule themselves, respecting strength and power among their own kind. It would take an individual of considerable might to bend a grell to serve.

Knowledge (geography)

DC	Result
10	Wellspring sits in a small valley created by two arms of the Kadagast Mountains. Moisture trapped by the peaks keeps the valley vibrant and green, with summers wet and winters mild.
15	The Harrow Wood is home to bands of elves who tolerate the human presence of Wellspring so long as the people never cut wood from their forest. The elves occasionally trade with the locals, bringing pelts, woodcarvings, and the occasional strange relic of ancient Bael Turath.

Knowledge (history)

DC	Result
10	Founded centuries ago, Wellspring has stood as a bright point of civilization in an otherwise untamed wilderness.
15	Many of the older families can trace their lineage to Bael Turath, the dead tiefling empire once claiming these lands.
20	Grimlock attacks are not unknown, but are sporadic, perhaps occurring once a decade.
22	Rastophen, a particularly famous wizard, lived and worked in Wellspring almost two hundred years ago. The only thing of his that still stands is the statue raised in his honor.
25	It's said that Rastophen owned a secret laboratory in Wellspring, but if he did, it has long since been destroyed.
30	Some claim that his laboratory is sprawled beneath the community, though there is no known entrance to such a place.

Knowledge (nature)

DC	Result
11	The majority of the attacking creatures were grimlocks, blind denizens of the Underdark.

16	Grimlocks perceive their environment through their other keen senses and are said to possess incredible hearing and a potent sense of smell. Although native to the Underdark, grimlocks frequently mount raids against surface communities.
21	Grimlocks are believed to be a savage, cannibalistic offshoot of humans, though they bear little resemblance.

Knowledge (religion)

DC	Result
10	Ioun is the goddess of knowledge, a deity worshiped by sages, scholars, and physicians.
15	Her church is devoted to the acquisition and dissemination of knowledge, regardless of its form or content.
20	Servants of Ioun are opposed to the cult of Vecna, whom they see as stealers of lore who bury knowledge behind layers of secrecy.

You need not reduce this information down to an exercise in dice rolling; instead, have the PCs ferret out the lore from various NPCs of your own design. These roleplaying encounters could create opportunities for making alliances, acquiring cohorts or followers, or seeding adventure hooks for future expeditions. The following characters can serve as useful sources of information.

Croetus Black: A local wizard of some power, Croetus (N human wizard 12) can assist characters with Knowledge (arcana) and Knowledge (dungeoneering) checks. He's a bit surly and has a leering eye for the ladies, but he's competent enough.

Deirdre: The priestess of Ioun can assist the PCs with any questions that relate to Knowledge (religion) checks.

Gerald Roy: A local scoundrel and person of questionable character, Gerald Roy (CN human rogue 11) runs a profitable smuggling operation, where he funnels stolen goods and contraband from the great city to southern markets at a considerable mark-up. Although a criminal, his line of work requires he keep a finger on Wellspring's pulse. He can assist characters with Gather Information checks.

Mikal: One of the more famous entertainers in Wellspring, Mikal (N half-elf bard) is a good source of help for bardic knowledge checks, if one can tolerate his great ego and the doggerel he passes off as art.

Vyen: Wellspring's resident scholar and sage, Vyen tutors the wealthy children of the town's more prominent merchant families. He has a dry wit and unprepossessing manner, but his knowledge of the region is without peer. He can assist characters with Knowledge (geography), Knowledge (history), and Knowledge (nature) checks.

Equipment and Supplies

Wellspring is a large town in a remote part of the world. As such, characters can find general equipment and magic items worth 2,000 gp or less with no trouble. Items worth more than this may take a bit of hunting, requiring a Gather Information check. The DC to find these items is 10 for every 500 gp the item exceeds 2,000 gp. Thus, a 3,000 gp item requires a successful DC 20 Gather Information check. A successful check indicates the character has found a place to acquire the item, but there's no guarantee the item is on hand. Consult the following table after rolling d% to see if the item is on hand. If not, it takes 1d6 days plus 1 day per 500 gp above 2,000 gp for the item to materialize.

Market Price	Availability Chance
2,500 gp or less	75%
2,501–3,000 gp	50%
3,001–4,000 gp	25%
4,001 gp or more	10%

ON DESTRUCTION'S TRAIL

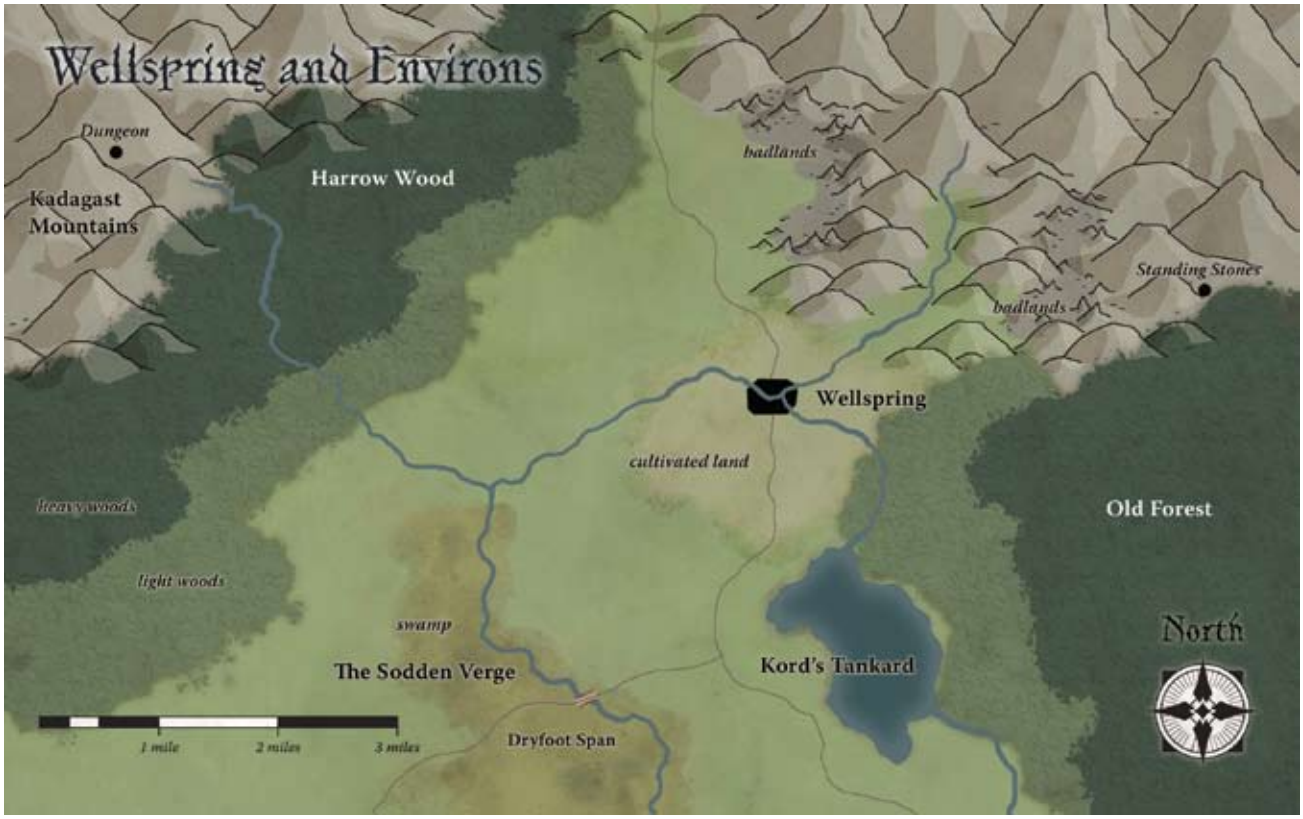
Picking up the trail left by grimlocks is simple since the host left a swathe of burned farmsteads and bloated corpses to mark its path. Torn and mutilated carcasses of cow and farmer alike lay where they died, food for the crows. The host came from the west. Following this trail, the PCs should reach the edge of Harrow Wood after about 2 hours and 30 minutes of walking (assuming there's at least one character with a speed of 20 feet; otherwise, they reach the woods in just under 2 hours).

THE HARROW WOOD

Harrow Wood is aptly named. Beyond a narrow fringe of light forest at its easternmost edge, the gentle mix of deciduous and coniferous trees thickens until its tangled canopy blots out the sky. Lack of light means the forest floor is relatively free of underbrush, but the gnarled roots lifting up from the loamy soil make the going slow. Visibility is also poor as queer mists curl up from the ground and endless trees block sight beyond a few dozen feet.

Traveling through the Woods

Once inside the Harrow Wood, the going becomes a bit slower and the signs of the grimlock's passage



become less evident. A character with the Track feat who succeeds on a DC 15 Survival check can locate the tracks, and another successful check allows the party to follow them for a mile, with each additional check allowing the party to follow the tracks another mile. Since this is trackless forest, the characters cover one mile per hour (at a speed of 20 feet) or one and a half miles per hour (at 30 feet). Characters losing the trail are at risk of becoming lost (DC 15 Survival check avoids; see *DMG* 86 for details).

For each hour the PCs spend in the Harrow Wood, they have an 8% chance of having a wilderness encounter. If an encounter results, roll or select an encounter from the following table.

Harrow Wood Wilderness Encounters

Roll	Encounter	EL	Source
1	1 troll hunter	11	*MM* 247
2	8 dire wolves and 2 werewolves	10	*MM* 65 and 173
3	3 ettins	9	*MM* 106
4	1 grimlock mob	8	page 26
5	Normal wildlife	—	—
6–8	Dead grimlocks	—	—

Troll Hunter: This vicious poacher descended from the mountains and hunts beast and elf alike. Six severed elf heads hang by their hair from his thick leather belt.

Dire Wolves and Werewolves: A pack of eight dire wolves led by a mated pair of werewolves prowl the forest.

Ettins: Driven from their mountain homes by strange activity at Forlorn Tower, the ettins scratch out an existence in these woods.

Grimlock Mob: Another mob of grimlocks descended from the mountain fastness to search for the missing *Tear*.

Normal Wildlife: Everything from deer to birds to black bears lives in the forest. Generally, this is a noncombat encounter since such creatures flee the approach of the PCs.

Dead Grimlocks: A score of corpses litter the floor of the forest. Inspecting their remains reveals numerous broken arrows piercing their hides. A DC 15 Appraise check reveals the arrows are of elven make. The elves wiped this group out.

Harrow Elves

The Harrow Wood is home to an assortment of gruesome creatures, but the largest and most organized people are the Harrow Elves, a semi-nomadic tribe of

sylvan folk that have no love for intruders into what they see as theirs to protect. It should come as no surprise then that the elves reacted poorly when grells and a small army of grimlocks spewed forth from the mountains. A short engagement left dozens of grimlocks dead, and the rest abandoned their fellows to find easier prey beyond the forest gloom.

After about 2 hours into the Harrow Wood, the local elves notice the PCs. The wood elves hide among the trees. Characters that succeed on a DC 25 Spot check catch a glimpse of a lithe humanoid flitting between the trunks. Those that beat the DC by 5 or more catch sight of a slender elf dressed in forest green leathers who has beads and bones tied in her hair.

The elves follow the PCs for another mile to assess their behavior. Should the characters prove hostile or destructive, the elves melt away to leave the characters to their fate, but if PCs prove respectful of the forest and make efforts to communicate with these sylvan peoples, one of their numbers emerges to treat with them.

Varis (CN elf ranger 2) is the envoy. Dressed in simple leathers dyed green and with a long gray cloak hanging from his shoulders, he's armed with a slim longsword in a scabbard at his side and a longbow and quiver hanging from his left shoulder. A mithral clasp of a crescent moon holds his cloak in place.

Addressing the characters in Sylvan, he questions their purpose in the Harrow Wood. If none of the characters speak Sylvan, he switches to a halting Common and repeats the question, and based on the response, may engage them in conversation. Varis's starting attitude is indifferent and he doesn't respond to Intimidate—he merely abandons the PCs to the forest. Varis accepts just about any answer, but if the PCs mention the events in Wellspring, he nods gravely and says, "Terrible things born of madness, they are an abomination of our world."

If the PCs improve his attitude to friendly (characters gain a +2 circumstance bonus if they speak in Sylvan), he answers any questions the PCs ask and supplies the following answers to the most likely queries.

Who are you? I am Varis.

Why have you been following us? We wished to see what brought you to our forest—to discern if you were friend or foe.

Did the grimlocks come this way? Yes. Vile things, we dealt with many of them.

Where did they come from? There (he points to the mountains just visible through trees). They serve the traitors.

Traitors? Interlopers like yourselves, they traveled through the land weeks ago. They seemed respectful and reverent, but proved their corruption when they entered R'thilrood, the tower forlorn. Since, all manner of violent and touched creatures have emerged, killing our brothers and sisters of the wood, and polluting the land with their filth.

Do you know anything about a "Tear" *or "stone?"* Sadly, no. We do not enter the mountains for there is old magic, once used by wicked masters in pursuit of mad goals. I am afraid I cannot help you.

If the PCs improved his attitude to helpful, he offers to lead them through the forest, but he refuses to take the characters into the mountains for "it is forbidden." He does add that he and his people will wait for them along the forest's edge to give them healing, food, and shelter should they need it.

If Varis guides the PCs, they are not at any further risk of wilderness encounters and move quickly through the forest until they reach the lightly wooded slopes of the Kadagast Mountains.

Searchers of Malachi

Failing to gain Varis's assistance puts the burden of finding the Forlorn Tower squarely on the PCs shoulders. They are at risk of having more wilderness encounters as they travel through the woods. Before they reach the slopes, however, they discover they aren't the only ones looking for Forlorn Tower.

Another band of searchers sent forth by Malachi has come to the valley. Having come from the north, they've traveled through the Harrow Wood to avoid attracting attention from Wellspring. While they'd rather conserve their resources, encountering the PCs in the forest forces their hand.

Tactical Encounter: Searchers of Malachi (page 28).

Development: In the unlikely event the PCs capture any of the Searchers alive, their starting attitudes are hostile. They prove utterly uncooperative and offensive unless their attitudes are improved to helpful, at which point they reveal they were searching for something called the *Tear* and that they suspected the PCs were, too. Even at helpful, though, the prisoners reveal nothing about their master, such is their fear of his wrath. Efforts to perceive their thoughts or read their minds reveal but a single name: Malachi.

THE KADAGAST MOUNTAINS

Either with the help of Varis or by following the trail left by the grimlocks, the PCs eventually come to the

lower slopes of the Kadagast Mountains. Light forest covers the lower slopes and conceals the approach of anyone who might draw near the PCs.

The trail is harder to follow here, given the rocky ground, and it requires a DC 20 Survival check per mile to continue to follow the tracks. Characters that lose the trail and become lost might wander for several hours, but they should eventually come across the signs that point toward their destination. The higher one travels into the mountains, the more frequent the carcasses—twisted, mutated remains of malformed drow, grimlocks, and other things that have become too corrupted by the caress of *Tear of Ioun* to live.

The mountains are largely free of wilderness encounters. Forlorn Tower frightened off most of the wildlife and the grimlock soldiers trampled any sentient creatures that didn't ally with the corrupted Stormcrows. Thus, aside from bloated corpses, the Kadagast Mountains are eerily quiet.

FORLORN TOWER

Forlorn Tower thrusts up from the Kadagast Mountains. Once an impregnable fortress-temple devoted to Ioun, centuries of neglect as well as the constant force of the waterfall spilling from above have significantly weakened the structure, washing great chunks of stone to tumble into the ravine far below. Still, enough remains for a nest of aberrations, drawn by the power of *Tear of Ioun* and controlled by the corrupted Stormcrows, to live here, each vying for dominance in the eyes of their new masters.

Key Features

Rising 100-feet above the shelf on which it stands, Forlorn Tower is a forbidding sight. Great rents in its outer walls offer access to any of the four levels, and a waterfall that spills from another shelf some 500 feet above has washed away the roof and cuts through most of the interior to spill down the cliffs from the ground level.

Exterior Walls: Constructed from dark stone cut into 2-foot by 3-foot blocks and mortared in place with crumbling cement, the tower has seen better days. The exterior walls sag and lean, the blocks shifting in their seats. In places, they have eroded away completely to reveal an equally ruined interior.

Exterior Walls: 2 feet thick; hardness 6; 120 hp/10-ft.-by-10-ft. section; break DC 40; climb DC 15.

Interior Walls: The interior walls are in bad shape, riddled with cracks, gaps, or fallen in completely.

Interior Walls: 1 foot thick; hardness 4; 45 hp/10-ft.-by-10-ft. section; break DC 25; climb DC 15.

Ceilings: The ceilings are 25 feet high. In many places, they have collapsed, dropping rubble and debris onto the floor, but also affording a good look at the level above. Periodically, a stone from the floor slips free to shatter on the floor below. The fall is too infrequent for anyone to be struck, but regular enough to encourage caution.

Floors: The floors are choked with bones, rubble, and debris, such that the entire place counts as if a natural stone floor. It takes 2 squares of movement to enter any space inside the tower and the DC of Balance and Tumble checks increases by 5. In addition, running and charging are impossible.

Finally, on all levels above Level 1, the debris hides weak spots in the floor. For every 10 minutes the PCs explore the tower, there is a 10% chance that the floor gives out from under a random character. During combat, this chance increases to 20% (check just once per encounter). Since the floors throughout the upper levels of the complex are functionally trapped, one successful Search check is sufficient to reveal the risk posed by traveling across the floors. Characters may also make DC 15 Knowledge (architecture) or stonecunning checks to identify the floors' lack of structural integrity. Characters with stonecunning gain a +2 competence bonus on Reflex saves made to avoid these traps.

Weak Floor Trap **CR 1**

Description The rubble throughout the upper levels hides the weakness of the floors. When triggered, the space the character is in plus all adjacent spaces fall away, dropping the character and allies 25 feet.

Search DC 21; **Type** mechanical

Trigger location

Effect 25-feet deep (2d6, fall), primary target Reflex DC 20 avoids; secondary targets Reflex DC 18 avoids; multiple targets (triggering character plus all adjacent allies).

Secondary Effect If a character fails the save and falls to any level other than Level 1, there's a 20% chance for the floor to collapse when she lands, with the same results as the base effect.

Duration Instantaneous

Disarm Disable Device DC n/a

Lighting: The lighting depends on when the PCs explore the tower. Gaps in the ceilings allow shadowy light to fill the place (20% miss chance) during the day. All locations are dark (50% miss chance) at night.

Sounds: Creaking noises, groans, and the occasional falling rocks combine with the roar of the waterfall to impose a –5 penalty on Listen checks.

Entrances: The primary entrance into the tower is through the double doors set in its southwestern face. However, the large gaps allow characters to penetrate the tower by less conventional means.

Defenses

Despite its unsafe nature, Forlorn Tower crawls with activity. The Stormcrows, none of whom trust the other, are scattered throughout the tower, along with a host of unsavory aberrations and dread servants. Sounds of combat attract the attention of nearby creatures, though noise and distance generally keep creatures from learning anything is amiss.

Three patrols of three grimlock berserkers roam the first and second levels. Every 30 minutes the PCs explore Forlorn Tower or whenever they have an encounter, there's a 10% chance of also encountering a patrol. Once the PCs have defeated all three patrols, there's no risk of encountering wandering monsters.

Grimlock berserkers always fight to the death.

3 Raging Grimlock Berserkers **CR 6**

hp 76 (7 HD)

Male or female grimlock barbarian 5
NE Medium monstrous humanoid
Init +3; **Senses** blind, blindsight 40 ft., scent; Listen +9, Spot +2
Languages Common, Grimlock

AC 20, touch 12, flat-footed 20; improved uncanny dodge
(+3 Dex, +4 armor, +1 deflection, +4 natural, –2 rage)
Immune gaze attacks, illusions, visual effects, any attack that relies on sight
Fort +9, **Ref** +7, **Will** +6

Speed 30 ft. in hide armor (6 squares), base speed 40 ft.
Melee *+1 greataxe* +15/+10 (1d12+10/×3)
Base Atk +7; **Grp** +13
Atk Options Cleave, Power Attack, rage 2/day

Abilities Str 23, Dex 16, Con 20, Int 10, Wis 10, Cha 4
SQ trap sense +1
Feats Cleave, Power Attack, TrackB, Weapon Focus (greataxe)
Skills Climb +11, Hide +3 (+13 in mountains or underground), Intimidate +2, Listen +9, Spot +2, Survival +5
Possessions *+1 hide armor, +1 greataxe, ring of protection +1,* flawed amethyst on thong around neck (100 gp), pouch containing 1d20 gp

Rage (Ex) When not in a rage, the grimlock berserkers use the following statistics.
AC 22, touch 14, flat-footed 22
hp decrease by 14
Fort +7, **Will** +4
Melee +1 *greataxe* +13/+8 (1d12+7/×3)
Grp +11
Abilities Str 19, Con 16
Skills Climb +9

The PCs can retreat and return to the tower several times. Each time they withdraw, 1d6 more grimlock berserkers return from their search in the mountains and take positions in vulnerable areas within the tower.

ENCOUNTER AREAS

The following encounter areas correspond to the map presented on page 17.

1. The Road to Madness

The final ascent to the tower takes the PCs up a wide road that climbs a steep slope to a shelf overlooking a great chasm. Scattered about the place are scores of rotting grimlock corpses, each disturbingly mutated and partly devoured.

At any point before the adventurers reach the tower, read:

Perched on the edge of a ravine is a tall, crumbling tower. A sparkling waterfall spilling hundreds of feet from above strikes the tower, vanishing for a time before spewing out its front to tumble down into the ravine beyond.

A wide path cuts through a field of swollen corpses and scattered rubble, winding around to the opposite side of the tower.

Drawn by the smell of rotting meat, vicious ghouls hide amidst the bodies, stealing choice victuals from the dead. If the PCs approach the tower's southern corner, they trigger the tactical encounter.

Tactical Encounter: Eaters of the Dead (page 30).

2. Silent Watchers

The pathway winds around the tower toward the southwestern face and ends at a set of double doors.

When the southwestern face comes into view, read:

The path climbs slightly as makes its way to a pair of great iron doors. Standing on either side of the doors is a series of graven statues, each sculpted to resembled men and women wearing cowls. Their heads are bent low, and hoods conceal their features. Their black stone hands rest on the pommels of swords, points buried in the ground between their feet. At one time eight statues stood here, four on a side, but only five remain intact.

The statues depict ancient nameless paladins of Ioun. Time and weather have washed away much of the delicate features, but they are grim and imposing still. Each intact statue stands 13 feet tall and is constructed from a solid piece of black basalt. A DC 15 Search reveals each statue's mouth is open and inside that is a strange opening as if to hold an odd-shaped stone. A DC 25 Knowledge (history) check reveals that it's likely each statue held an *Ioun stone* in its mouth. According to legend, the magic of the stones would interact with the statues, which enabled them to animate and defend their temples. A *detect magic* spell reveals any such magic has long since fled, leaving behind disturbing, but harmless, sculptures.

3. Dark Emissaries

To the west, the ground rises, forming a wall that connects to the shelf above where the water runs off the mountain. A dark wound, about 5-feet wide, appears in the center of the wall.

When the PCs come within 20 feet of the cleft, read:

A cave mouth leads into the side of the mountain. Old bones and heaps of rotting debris are piled up before it. The walls around the opening are stained darkly and dripping with pale blue slime.

Beyond the opening is the lair of a nasty grell and his ushemoi minions. These creatures have recently emerged from the Underdark to serve the Stormcrows, but when they arrived, the *Tear of Ioun* was gone and the Stormcrow's powerful presence had begun to unravel. Considering that the tower has lost most of its foot soldiers, the grell is considering seizing the place for itself and then feasting on all the inhabitants. As a result, it spends its time considering a viable strategy for attack.

Tactical Encounter: The Black Depths (page 32).

Underdark Tunnel: The western tunnel descends several miles beneath the mountains, where it deposits travelers into the Underdark. These tunnels hold a thriving grell community. There, grimlock slaves and ushemoi thralls (*MM5* 184) toil for their grell masters, mining precious metals from the depths and serving

The Forlorned Tower

Level 2

Level 3

□ = 5 ft.

Level 4

North

as food when they can work no longer. The grell community lies beyond the scope of this adventure and exploring it is not required to complete this adventure, though its presence provides an interesting and deadly expansion to the *Tear of Ioun* campaign.

4. Antechamber

The heavy iron doors are closed. Opening them requires a DC 10 Strength check because of their weight and disuse. Characters coming through these doors automatically alert the room's inhabitants beyond.

When the PCs open the doors on either side of this room, read:

In this modest chamber, two platforms rise from the floor on either side of the room. Across the room stands another pair of iron doors. A hulking humanoid sits on the northwestern platform. Heaps of black guano cover it, the platforms, and the path through the center of the room.

Entering this chamber or encountering Garen in the hall outside this chamber triggers the tactical encounter.

Tactical Encounter: Antechamber (page 35).

5. Spiral Staircase

These stairs wind up through the heart of Forlorn Tower, climbing all the way to the top.

When the PCs enter this area, read:

Crumbling steps climb around a wide stone pillar, ascending through the ceiling. Gravel, bits of stone, and masonry litter the place, and tiny spiders crawl through the shadows.

The spiders are harmless, but any character that examines one or succeeds on a DC 15 Spot check notices these spiders are bright blue and have thirteen legs, mutated by their long proximity to the corrupted relic.

6. Shattered Chambers

These rooms are now empty, but they once held the bulk of the grimlock forces. Exploring them may reveal some of the secrets of this tower's original purpose.

Whenever the PCs come within 3 squares of these rooms, read:

Cracks cover the floor and walls, turning this corner of the tower into a crumbling mess.

Centuries ago, this area housed the lesser Kaorti initiates. Examining these rooms turns up a useful clue with a successful DC 25 Search check; it doesn't matter where the characters search, just so long as they do. Hidden beneath a large chunk of ceiling is an old silver holy symbol of Ioun fitted with an unusual pattern in the center—a starburst constructed of eight tiny amethysts surrounding a large sapphire.

A character can attempt a bardic knowledge, Knowledge (history), or Knowledge (religion) check to learn more about the pattern. When a character makes a check, the following lore is revealed, including the information from lower DCs.

Bardic Knowledge

DC	Result
25	This symbol was used by a cabal of occultists called the Kaorti.
30	It's said their unwholesome explorations into forbidden subjects led to their doom.

Knowledge (history)

DC	Result
25	It's said a temple of Ioun once stood in these mountains, though it is believed to have been lost around the same time as the fall of Bael Turath.

Knowledge (religion)

DC	Result
20	The church of Ioun is quite old and contains numerous factions and sects devoted to different aspects of the goddess.
25	Some of the more powerful factions protected relics sacred to their goddess.
30	This symbol was used by such a faction: a group called the Kaorti.

7. Initiate Quarters

This entire section housed the Kaorti initiates. Branching off from a common chamber and devotional room are apartments designed to house four acolytes comfortably. Now, these ruined chambers are the lair of a foul nest of aberrations.

When the characters enter any of the rooms in this area, read:

A wide cleft rips through this area's floor. All around it, the rooms have fallen into ruin, though signs of its former function are everywhere. Buried beneath the rubble and debris are numerous beds, chests, wardrobes, and other furniture, though all are damaged and thoroughly plundered. Strangely, a glistening pink slime covers everything here, tinting the

bricks and floors a rose hue, and hanging in ropes from the ceiling.

The PCs trigger the tactical encounter in a number of ways: loud noise draws the gricks, exploring the chasm alerts the gibbering mouther, and exploring any of the sections on the northern side of this area reveals the mind flayer.

Tactical Encounter: Initiate Quarters (page 38).

8. Waterfall

Rushing water washes away much of the tower's northwestern face, opening up the interior for a breathtaking view of the mountains.

When the PCs come within 4 squares of this area, read:

A thundering waterfall spills down from an upper floor. The water crashes to the floor and runs out through a massive hole in the wall. Old walls, all in poor condition, stand in various states of collapses. Some rubble piles form small islands in the churning pool.

From this area, the PCs can spot part of the upper level's ceiling some 50 feet above. The floor of the second level is about 25 feet above this area.

The water in the pool hides numerous pits and holes, requiring each character to succeed on DC 10 Balance checks when moving through watery spaces.

Waterfall: The waterfall itself is quite powerful, and it imposes a –10 penalty on all Listen checks. A character standing beneath the waterfall takes 1d6 points of nonlethal damage and must succeed on a DC 20 Balance check or be knocked prone. Characters that fall prone must also succeed on a DC 15 Reflex save or be washed over the edge to fall 200 feet and take 20d6 points of damage when they land. The water at the bottom is not deep enough to break the fall.

Finally, across the pool, PCs can see into the northern rooms of area 9. There's a 20% chance that 1d4 grimlocks are present. The noise from the waterfalls interferes with their blindsight and so provided the characters are quiet, they can avoid attracting attention. The grimlocks serve Deva Ontollo, a Stormcrow and commander who oversees the towers defenses.

9. Tower Security

Deva Ontollo commands the grimlock warriors, the best troops she kept behind from those she dispatched to recover the missing relic. Her exposure to the corrupted stone has driven her and her soldiers insane, and so they decorate their chambers with bits of flesh and limbs taken from dead grimlocks who were slain by the weight of their own physical corruptions or by Deva herself when they displeased her.

When the characters approach this area, read:

This area seems to have held up better than the rest, but this fact does nothing to mask the horror affixed to the walls and floors. Nailed onto every surface are bits of rotting flesh, severed heads, dismembered limbs, and unidentifiable parts. Maggots and flies cover everything.

Any loud noises, such as a *fireball*, alert the inhabitants of these rooms. Rather than seek out the threat, however, Deva marshals her forces here to make their stand. Opening any of the doors triggers the tactical encounter.

Tactical Encounter: Deva's Last Stand (page 41).

10. Wyvern Roost (EL 11)

About 45 feet from the edge of the ravine stands a stony outcropping, which also serves as the roost for a flight of wyverns.

If the characters cross the gap and land on the roost, read:

The rocky plinth juts up from a shelf some 150 tall. Covered in bones of animals and humanoids alike and mixed in with

old scales and dung, it's clear something lives here. Nestled in cracks and crevices all over the top of the spire are large leathery eggs.

The lack of wildlife in the immediate vicinity of the tower forces the wyverns to range farther and farther away. Reluctant to give up their roost because of the *Tear*'s hold over them, the wyverns return here each night from a day of hunting. So long as the PCs explore this place by day, there's no risk of an encounter, but 1d4 hours after the sun sets, the wyverns return and attack anyone they discover near their eggs.

6 Wyverns **CR 6**

hp 76 (7 HD)

N Large dragon
Init +1; **Senses** darkvision 60 ft., low-light vision, scent; Listen +13, Spot +16
Languages Draconic

AC 18, touch 10, flat-footed 17
(–1 size, +1 Dex, +8 natural)
Immune paralysis, sleep
Fort +7, **Ref** +6, **Will** +6

Speed 20 ft. (4 squares), fly 60 ft. (poor); Flyby Attack
Melee sting +10 (1d6+4 plus poison) and
bite +8 (2d8+4) and
2 wings +8 (1d8+2) and
2 talons +8 (2d6+4)
Space 10 ft.; **Reach** 5 ft.
Base Atk +7; **Grp** +15
Atk Options improved grab, poison

Abilities Str 19, Dex 12, Con 15, Int 6, Wis 12, Cha 9
Feats Ability Focus (poison), Flyby Attack, Multiattack[B]
Skills Hide +7, Listen +13, Move Silently +11, Spot +16

Improved Grab (Ex) To use this ability, a wyvern must hit with its talons. It can then attempt to start a grapple as a free action, without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and stings.
Poison (Ex) Injury—sting, initial and secondary damage 2d6 Con, Fort DC 17 negates. The save DC is Constitution-based.

Treasure: A character that succeeds on a DC 26 Knowledge (arcana) check identifies the eggs as those belonging to wyverns. A check that succeeds by 5 or more notes they seem to have weird colors in the shell—as if they are somehow contaminated. The *Tear* mutated these eggs and the embryos within are dreadful abominations that will kill their parents when they hatch.

In addition to the eggs, the wyverns have an assortment of treasure piled around their offspring. Included in their hoard are 1,600 gp, a platinum ring with an elven inscription reading "with love" (worth 500 gp) surrounding a severed finger with a lacquered nail, a necklace of pink pearls (worth 2,500 gp), an unlabelled *potion of resist acid 10*, and a *rope of climbing*.

Negotiating with the Wyverns: If the wyverns don't discover the PCs on their spire, they may be amenable to conversation. The wyverns' attitudes start at unfriendly and they speak in halting Draconic. The large female does all the talking while the rest watch. Characters that improve the wyvern's attitude to friendly learn a few useful elements summarized as follows.

- The old tower was left empty for years until intruders entered the place.
- The intruders changed, and a number of other strange creatures seemed drawn to the tower and to them.
- Not long ago, the place erupted in chaos when the dragon-humanoid discovered something missing from the top of the tower.
- Shortly after, hordes of eyeless ones boiled out of the tower, scouring the countryside.
- Most of these creatures didn't make it far for the corruption had gone too far, so they died where they fell.
- The wyverns won't touch the flesh of these creatures since it has an off-taste.

11. Four Pillars

The stairs on the first level continue up through the ceiling. As they pass through the second floor, they grant access to a modest room with exits leading to other rooms on this floor.

When the PCs reach the second floor by the stairs, read:

Coming up through the floor, you find yourself in a 20-foot square chamber. Archways in the center of each wall open onto wide corridors and more rooms. Standing in each corner, flanking each arch, is a thick square pillar that extends from floor to ceiling. To the north, though broken walls, you spy the rushing waters of the fall.

The floor around the stairs is quite stable and the PCs are not at risk of falling through to the level below. The corridor to the southwest leads to a wall. Throughout the area, PCs find broken statuary, rubble, and other detritus.

The southeast passage leads to a pair of bronze double doors, with only the faintest traces of the original metal visible through the grime covering it.

The last two passages lead to the northern ruin of the tower. Large holes in the ceiling offer a view of the level above and a rushing waterfall spills down to the floor below.

The pillars are quite strange and are infused with dark power. Living creatures that touch the stone are at risk of physical corruption.

Contaminated Pillar **CR 4**

Description The *Tear* infused these stones with its dread energy. Living creatures that touch the stone are at risk of corruption. Casual inspection reveals the stone changes color, with spots writhing and twisting on its surface before sinking back into the taupe stone. Periodically a face appears, opens its mouth, and looses a silent scream only to be consumed by bright green worms. Crimson bursts of colors, squirming snakes, pinwheels of orange, ecru, and heliotrope whirl, flaring with light and then fading away to nothing. All of this and more occurs for those who watch. A *detect magic* spell reveals moderate transmutation.

Search DC 25; **Type** magic

Trigger touch

Effect The target must succeed on a DC 13 Fortitude save or acquire a temporary mutation. The mutation is always cosmetic in nature and has no mechanical benefit, though it may impose a minor circumstance penalty on interaction tests. Each time a target fails, roll on the following table to see what happens or come up with something fun on your own.

Roll (1d12)	Result
1	The target's skin, hair, clothing, and equipment turn blue.
2	The target experiences a momentary pinch on his neck as a face appears in his flesh. It mumbles a bit and makes ugly expressions, but says nothing of interest.
3	The target's extremities acquire an unsightly ochre hue.
4	Puce boils appear all over the target's face and hands only to burst moments later, streaming a thick pus.
5	The target's mouth seems to close shut with flesh covering the orifice. Weirdly, the target can speak and communicate normally.
6	Thick green fur sprouts all over the target's body.
7	A long, furry black tail emerges from the middle of the target's back and swishes when she is agitated or angry.
8	The target's teeth turn black, and brown worms writhe in the gaps.
9	A dark blotch appears on the target's face. Periodically, it drifts to some other location on his face.
10	The target acquires a friendly tentacle. It reaches up and offers encouraging pats.
11	The target's eyes grow weary of being trapped in their sockets, so they climb inside the target's body, travel down the arms, and appear in the palms of her hands.
12	3d6 blood-red eyeballs open all over the target's body. They blink and flutter, but are otherwise useless organs.

Duration 1d6 minutes.

Disarm Disable Device DC n/a

12. Shattered Rooms

The northwest and northeast passages lead to the most unstable part of the tower.

When the PCs enter either passage or enter this area from the outside, read:

The tower crumbles beneath the force of the waterfall, washing away the ceiling and floors to send them tumbling down into the ravine.

This place is structurally dangerous in part because of the rushing water but also because of the pair of destrachans that lair here. Malevolent creatures drawn to the tower when the *Tear* lay here still, its absence has freed the aberrations from its hold. Boredom and sheer malice drives these creatures to reduce the tower to rubble.

Any character approaching the waters' edge triggers the tactical encounter.

Tactical Encounter: The Farspeakers (page 43).

13. Living Quarters

This area is largely empty since the rooms to the south were plundered years ago. The smaller rooms were all bedrooms and now hold only a few rotting mattress and frames, tattered vestments, and the odd bone. The larger room served as a dining hall, with an old kitchen and larder attached on the far side.

All of these rooms are accessible by the doors in the eastern passage. The single wooden doors, lead to

dorms, while the double doors lead to the mess hall. Age and moisture has made the single doors hard to open, requiring a DC 10 Strength check to open. Each time a single door is opened here, the creatures in the area are entitled to DC 10 Listen checks to hear the noise.

Klaus, one of the Stormcrows, uses the old dining chambers to serve as his personal workshop, where he dissects mutated grimlocks to assess the degree of their corruption. Lacking any kind of actual skill at medicine or anatomy, he has no idea what he's doing or that sometimes his victims are still alive when he takes them. Still, he's eager to work and approaches each new cadaver or victim with enthusiasm.

The discarded body parts and the stench of rot attracted a balhannoth that long lived in the tower. Klaus tosses the beast organs and limbs, and as a result, a sort of strange friendship has formed. The loss of grimlocks stalls Klaus's research, so encountering a party of uncontaminated adventures gives him an excellent opportunity to continue his work.

Alerting the creatures in this way or entering the mess hall triggers the tactical encounter.

Tactical Encounter: Chamber of Horrors (page 44).

14. Holding Chambers

The Stormcrows may have all succumbed to the corrupting effects of *Tear of Ioun*, but their devotion to the stone has not created a lasting peace inside the former adventuring band. If anything, the relic's power has weakened the bonds of camaraderie and friendship that won them their early successes. Conflicts are common, but when the *Tear* was found missing, Black Elomiir, the leader, blamed Shaintaira, a powerful wizard. That she was his lover and confidant did nothing to change his mind and only forestalled the killing blow from his sword. Instead of murdering her in a rage, he imprisoned her in these chambers and set an eye of flame to ensure she didn't escape. Shaintaira, of course, has access to conjuration (teleportation) spells and could leave at any time she wished, but Elomiir holds her spellbook hostage. In his madness, he allowed her to keep her other possessions.

Shaintaira has subsisted on cockroaches and rats, since Elomiir has not thought to bring her food, and her guard could care less if she starved to death. Poor treatment pushed her into true madness, and she believes the eye of flame is not her captor, but rather her devoted protector. Thus, if the eye of flame comes under attack, she uses *dimension door* to come to the beholder's aid.

Characters entering this area trigger the tactical encounter.

Tactical Encounter: Friend or Foe? (page 46).

Taking Shaintaira Alive: Shaintaira may survive the tactical encounter, especially if struck by the eye of flame's paralysis ray. Rather than let the wizard escape, it zaps her with the intent of putting her back in her room once it has dealt with the intruders. Similarly, the PCs might use nonlethal attacks against her when they see the beholder devoting one of its eye rays to attack her. Should the PCs take her prisoner, they find her utterly unpleasant, with nothing but foul curses, spit, and screams as answers to their questions.

Improving Shaintaira's attitude from hostile is a challenge. The PCs already take a –4 penalty for her insanity, but if they killed the eye of flame, this penalty worsens to –8. Improving her attitude to friendly calms her down enough for her to answer questions. Much of her replies are gibberish and involve much of the same sorts of behaviors as before, but if the PCs ask questions close to any of the following, she answers as described.

Who are you? I am Shaintaira.

What are you? Blessed. Blessed by the stone.

What are you doing here? I failed my love and I must await his forgiveness.

Who is your love? Elomiir, leader of the Stormcrows, he is vessel of the stone.

What is this stone? Gone. It's gone. The horror, we have been betrayed. I tried to explain, tried to warn him, but I failed.

What happened? A traitor took the stone.

Who was this traitor? An illithid, but he was not one of ours.

Where is your love now? He mourns the loss of our god at the divine conduit.

How did you come to be here? An angel in mortal flesh sent us here. He wore the skin of a man named Kylus.

Can you tell us more about this Kylus? He is an angel.

Beyond these questions, Shaintaira slips back into her mad state, gibbering and spitting, clawing at her arms and picking at the scabs on her arms and legs. Bringing Shaintaira along for further investigations into the tower is dangerous. If the PCs have not yet confronted Elomiir and they bring her along for this climactic battle, she fights to save her lover, doing anything she can to hamper, delay, or kill the adventurers.

Ad-Hoc XP: If the PCs calm Shaintaira down enough to learn information from her, award the PCs XP as if they had defeated a CR 10 creature.

15. Hall of Reflection

Before the Kaorti opened the portal to the Far Realm, this chamber served the priests as a place of meditation, introspection, and study. In ancient days, shelves laden with books and scrolls filled the chamber, offering the accumulated knowledge of their faith for any with interest to study.

The catastrophe of the gate's collapse combined with theft and decay ruined much of this room, burying its original function beneath mountains of debris and dirt. The only things that remained in this place were its two guardians, fearsome constructs known as helmed horrors. Charged with protecting the contents, these sentries stand guard here still.

When the PCs enter this room, read:

This enormous room fills the entire floor of the tower. Four massive black pillars support the sagging ceiling overhead, though holes above offer access to upper levels and the sky beyond even it. Water spills down from above in a torrent, and it runs across the floor to drain into the lower levels.

Within moments of entering this chamber, you spy two floating humanoids completely encased in full plate armor. Gripping immense swords, they watch you, judging you in silence.

The helmed horrors do not attack unless there's trouble. Unfortunately, two mind flayers hide behind the pillars. They've been searching the room for old texts. When the PCs come into this room, the mind flayers creep around the edges of their pillars and hit the PCs with a mind blasts, triggering the tactical encounter.

Tactical Encounter: Hall of Reflection (page 48).

16. Divine Conduit

The Divine Conduit was the *Tear of Ioun's* cradle. With much of the ceiling and upper walls destroyed, and with the constant flow of snowmelt from above, this area is the least stable and most dangerous of them all.

There are many ways to access this room. The characters might climb up the stairs that wind up through the tower's center or they could use magic to *levitate, fly,* or even *teleport* to the tower's top. Regardless of when and by what means the characters reach this crumbling floor, the contents and inhabitants are largely the same.

When the PCs enter this area, read:

Little remains of this level, with huge sections of floor having fallen ages ago. A flood of water falls from a distant overhang, hundreds of feet above, lands on a sagging floor, and spills down into the tower's interior. At the southern corner of this area stands a raised dais on which sits an old iron chair. Before it and running to the north is a faded red rug turned sickly pink. The most striking part of the room is large section of scorched stone. The pattern around a hemispherical depression suggests something large exploded there.

This area is cursed because it was infused with the power of the corrupted relic. Even though the item has been absent for nearly a week, there's a palpable air of evil and contamination about the place. The cause is from the Kaorti effort to enter the Far Realm. When their great orrery failed, it exploded here.

The Divine Conduit, as the place has come to be called, is where Elomiir, one-time leader of the Stormcrows, spends nearly all his time communing with the relic. He cannot explain where the *Tear* went. He never leaves it, but there's a conspicuous gap in his memory created by the thief that stole the stone. He believes someone in his ranks is responsible and blames his former lover Shaintaira.

Elomiir may speak with the PCs before attacking, but only to learn if they have the relic. Regardless of how the negotiations go, Elomiir's madness means this encounter can only end in violence.

Tactical Encounter: Divine Conduit (page 50).

CONCLUDING THE ADVENTURE

Once the characters defeat the last Stormcrow, the adventure is at an end. The rest of the denizens flee the tower and head back to the Underdark through the tunnel at area **3**. The waterfall eventually washes away the rest of the tower after 1d6 days.

Free to return to Wellspring, the PCs face no more encounters on their way back to town and once they return, they are welcomed as heroes and given their reward (if any). Confident there will not be any more attacks on Wellspring, the adventurers are free to resume what they were doing before they confronted the denizens of the tower. In all likelihood, the characters come away with more questions than answers, having learned the tower once held an item of great power and that it was recently stolen. The PCs may also have figured out that like themselves, the Stormcrows were sent to explore the tower but were corrupted by the item. Finding their employer and locating the stone before its evil spreads should be of paramount concern. Faced with these questions and impending dangers, the adventurers may very well seek out these answers in town, but until the darkness stirs again, they can at least enjoy some hard-earned quiet.

ABOUT THE AUTHOR

Robert J. Schwalb works as a freelance designer for Wizards of the Coast and has contributed design to such books as *Elder Evils*, *Fiendish Codex II*, and *Exemplars of Evil*, as well as numerous articles for D&D Insider. Robert lives in Tennessee with his incredibly patient wife Stacee and his pride of fiendish werecats, but is happiest when chained to his desk, toiling for his dark masters in Seattle.

Under Attack!

Encounter Level 11

SETUP

A vile host descends upon Wellspring, shattering the idyllic calm with blood and death.

At any point before the encounter starts, read:

A shrill scream breaks the susurrus of the gathered host, soon followed by a flood of fleeing townsfolk. Cries of horror erupt from around the square as a horde of vicious gray-skinned brutes pour down the street, swinging axes and casting about eyeless heads as if searching for something. As if they were not enough, floating above the humanoid mob is an enormous brain trailing knots of writhing tentacles not unlike a jellyfish. Periodically, one purple limb snakes out to snatch a terrified peasant, jerking him off his feet only to tear him apart in a shower of bloody gobbets that spatter the cobbles below.

The grell philosopher (P) herds the mob of grimlocks (G) toward the statue of Rastophen. A horrid grell (H) lurks in a side-street gorging on the flesh of commoners. Don't place this creature until a PC comes within 5 squares of its position, until it's detected, or the start of round 2.

The PCs may place themselves anywhere in the set-up zone as indicated on the tactical map.

Listen Checks

DC 15 Characters who speak Undercommon hear the grimlock mob shouting "The stone!" and "Find it!"

Grell Philosopher — CR 9

MM2 121
hp 72 (14 HD)

Grell wizard 9
NE Medium aberration
Init +7; **Senses** blindsight 60 ft.; Listen +5, Spot +5
Languages Grell; understands Abyssal, Common, Draconic, and Undercommon

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AC 23, touch 14, flat-footed 20
(+3 Dex, +4 *mage armor,* +1 deflection, +5 natural)
Immune electricity, gaze attacks, illusions, paralysis, visual effects, and any attack that relies on sight
Fort +6, **Ref** +7, **Will** +11

Speed 5 ft. (1 square), fly 30 ft. (perfect); Flyby Attack
Melee 10 tentacles +10 (1d4+2 plus paralysis) and bite +5 (1d6+1)
Space 5 ft.; **Reach** 5 ft. (10 ft. with tentacle)
Base Atk +7; **Grp** +9
Atk Options constrict 1d6+1, expert grappler, improved grab, paralysis
Special Actions Sudden Widen, *lightning lance*
Combat Gear *lightning lance*
Wizard Spells Prepared (CL 9th):
5th—*waves of fatigue*
4th—*dimension door, greater invisibility, locate creature*†
3rd—*dispel magic, displacement, ray of exhaustion* (ranged touch +10, DC 17), *wind wall*
2nd—*fox's cunning, knock, mirror image, see invisibility, whispering wind*
1st—*mage armor*†, *ray of enfeeblement* (ranged touch +10) (2), *shield, true strike*
0—*detect magic, mage hand, prestidigitation, read magic*
† already cast

Abilities Str 14, Dex 17, Con 14, Int 18, Wis 13, Cha 12
SQ flight, summon familiar (none)
Feats Combat Casting, Flyby Attack, Grell Alchemy[LoM], Improved Initiative, Scribe Scroll[B], Sudden Widen[CAr,B], Weapon Finesse
Skills Concentration +11 (+15 casting on the defensive), Hide +9, Knowledge (arcana) +13, Knowledge (dungeoneering) +13, Knowledge (nature) +13, Listen +5, Move Silently +9, Spellcraft +15, Spot +5, Survival +1 (+3 underground, +3 in aboveground natural environments)
Possessions combat gear plus *ring of protection +1, amulet of intellect +2* (as *headband of intellect +2*), *amulet of natural armor +1, bracers of Dexterity +2* (as *gloves of Dexterity +2*), spellbook, spell component pouch
Spellbook spells prepared plus 0—all cantrips; 1st—*chill touch, color spray, hypnotism, magic missile, protection from good, silent image*; 2nd—*glitterdust*; 3rd—*lightning bolt, protection from energy;* 4th—*crushing despair, rainbow pattern;* 5th—*hold monster*

Constrict (Ex) A grell philosopher deals 1d6+1 points of damage on a successful grapple check.
Expert Grappler (Ex) A grell philosopher that chooses to grapple with one tentacle and remain ungrappled itself takes only a –10 penalty on its grapple checks instead of the normal –20 penalty.
Improved Grab (Ex) To use this ability, a grell philosopher must hit an opponent of Medium or smaller size with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Paralysis (Ex) Creatures hit by a grell philosopher's tentacle attack must succeed on a DC 15 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hits during the same round.

Grell Alchemy (Ex) A grell philosopher can use grellcraft to create *lightning lances* (*LoM* 114).

Sudden Widen (Ex) Once per day, a grell philosopher may apply the effects of the Widen Spell metamagic feat to any one spell it casts as a free action and without altering the effective level of the spell.

Lightning Lance (Item) Five times per day, ranged touch +10, 3d6 points of electricity damage. In the hands of anyone other than a grell, using this item requires a successful DC 25 Use Magic Device check.

Flight (Ex) As the *fly* spell, except it grants a fly speed of 30 feet with perfect maneuverability. In addition, the grell benefits from a *feather fall* spell with a personal range.

Grimlock Mob[DMG2] — CR 8

MM 140, *DMG2* **59**
hp 165 (30 HD)

Male grimlock mob
NE Medium monstrous humanoid (mob)
Init +0; **Senses** blind, blindsight 40 ft., scent; Listen +5, Spot +3
Languages Common, Grimlock

AC 11, touch 7, flat-footed 10
(–4 size, +1 Dex, +4 natural)
Immune critical hits, precision damage, gaze attacks, visual effects, illusions, any attack form that relies on sight
Fort +10, **Ref** +18, **Will** +16
Weakness vulnerability to area spells or effects

Speed 20 ft. (6 squares)
Melee mob (5d6)
Space 20 ft.; **Reach** 20 ft.
Base Atk +30; **Grp** +44
Atk Options expert grappler, trample 2d6+3

Abilities Str 15, Dex 13, Con 13, Int 10, Wis 8, Cha 6
SQ blind, mob anatomy
Feats Alertness, Improved Bull Rush[B], Improved Overrun[B], Track[B]
Skills Climb +4, Hide +3* (+13 in mountains or underground), Listen +5, Spot +3
Possessions battleaxe

Expert Grappler (Ex) A mob can maintain a grapple without penalty and still make attacks against other targets. A mob is never considered flat-footed while grappling.

Trample (Ex) A mob that simply moves over a creature deals 2d6+3 points of damage. The victim can either make an attack of opportunity against the mob or make a DC 27 Reflex save to take half damage.

Mob Anatomy (Ex) This mob of grimlocks consists of 48 individual grimlocks (*MM* 140). A mob reduced to 0 hit points breaks apart into 19 or fewer (if grimlocks were incapacitated or slain) grimlocks. While in mob form, each grimlock slain or incapacitated imposes two negative levels. A mob that gains 30 negative levels breaks up as if reduced to 0 hit points.

Horrible Grell — CR 7

MM2 **121**
hp 85 (10 HD)

NE Medium aberration
Init +5; **Senses** blindsight 60 ft.; Listen +7, Spot +7
Languages Grell; understands Undercommon

AC 21, touch 16, flat-footed 16
(+5 Dex, +1 deflection, +5 natural)
Immune electricity, gaze attacks, illusions, paralysis, visual effects, and any attack that relies on sight
Fort +8, **Ref** +9 **Will** +11

Speed 5 ft. (1 square), fly 30 ft. (perfect); Flyby Attack
Melee 10 tentacles +12 (1d4+1 plus paralysis) and bite +7 (1d6)
Space 5 ft.; **Reach** 5 ft. (10 ft. with tentacle)
Base Atk +7; **Grp** +8
Atk Options constrict 1d6+1, expert grappler, improved grab, paralysis
Combat Gear *lightning lance*

Abilities Str 12, Dex 20, Con 18, Int 10, Wis 12, Cha 9
SQ flight
Feats Ability Focus (paralysis), Flyby Attack, Iron Will, Weapon Finesse
Skills Hide +12, Listen +7, Move Silently +12, Spot +7
Possessions combat gear plus *ring of protection +1, ring of resistance +1* (as *cloak of resistance +1*), *amulet of natural armor +1, brooch of shielding* (89 points)

Constrict (Ex) A grell deals 1d6+1 points of damage on a successful grapple check.

Expert Grappler (Ex) A grell that chooses to grapple with one tentacle and remain ungrappled itself takes only a –10 penalty on its grapple checks instead of the normal –20 penalty.

Improved Grab (Ex) To use this ability, a grell must hit an opponent of Medium or smaller size with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Paralysis (Ex) Creatures hit by a grell's tentacle attack must succeed on a DC 17 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hits

during the same round.

Lightning Lance (Item) Five times per day, ranged touch +12, 3d6 points of electricity damage. In the hands of anyone other than a grell, using this item requires a successful DC 25 Use Magic Device check.

Flight (Ex) As the *fly* spell, except it grants a fly speed of 30 feet with perfect maneuverability. In addition, the grell benefits from a *feather fall* spell with a personal range.

TACTICS

Using a *locate object* spell, the grell philosopher tracked the thief to the square, but the lead statue (as well as the cunningly concealed door) thwarted the effort to track down its prey. Although these horrors intend to rip apart the square, they don't object to butchering a few pilgrims first.

Round One: The grimlock mob heads for the closest group of pilgrims, chopping through the press of terrified people.

The grell philosopher delays until the PCs reveal themselves. When they do, it casts *greater invisibility* and moves onto the battlefield.

Finally, the horrid grell messily finishes its meal, unmindful of the new threat.

Round 2: Shift each crowd 3 squares south as they struggle to get away from the attackers.

The grimlock mob double moves to envelop a group of PCs, trampling any lone characters in their path.

The grell philosopher casts *shield* and moves to best catch the largest group of PCs.

Finished with its meal, the horrid grell emerges to attack the closest PC, preferably one trampled by the grimlock mob.

Round 3+: Move each pilgrim crowd another 3 squares south, removing any from the map that leave its southern edge.

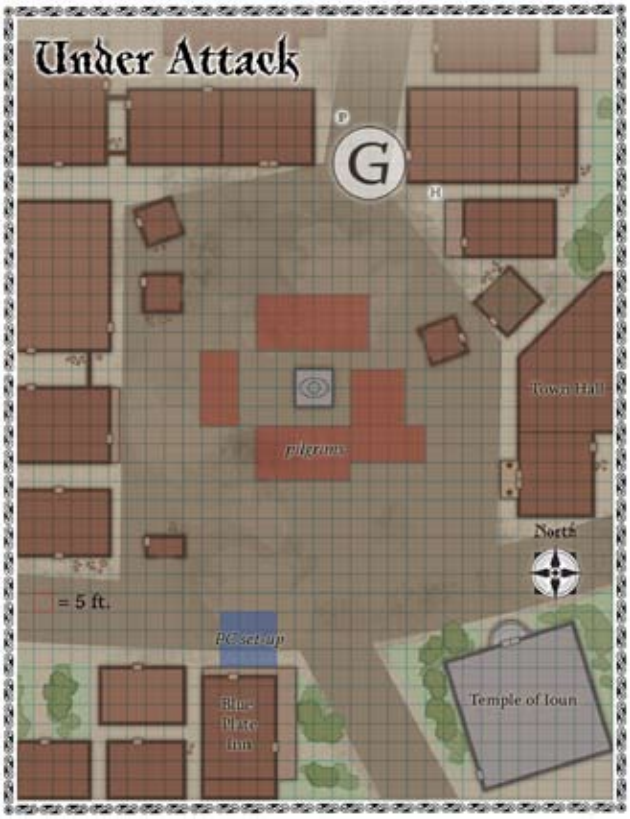
The grimlock mob presses its attacks against the PCs.

The grell philosopher casts widened *waves of fatigue* and then harasses the PCs with uses of its *lightning lance* and ray spells.

The horrid grell devotes its full attention to one character at a time, using its tentacles to grapple and constrict. Once it kills a PC, it uses its *lightning lance* before closing to attack its next target.

DEVELOPMENT

Whenever the grell philosopher is reduced to half hit points or less, it moves 5 feet and casts *dimension door* to slip away. Once free, it flies at a run (120 feet per round) until it comes within nine miles of the ruined tower where its masters wait for word. Using *whispering wind*, the grell philosopher quickly relates its failure and then flees for the forest where it likely meets an unpleasant end at the hands of the elven rangers patrolling the woods.



Features of the Area

The area has the following features.

Buildings: One-story buildings stand about 12-feet tall, while two-story buildings stand twice as high. The temple of Ioun stands some 30 feet high. The wooden doors are all good quality (1-1/2 inches thick; hardness 5; 15 hp; break DC 18), while the doors to the temple are strong (2 inches thick; hardness 5; 20 hp; break DC 25). Climbing the exteriors requires a DC 20 Climb check. The contents of each contain the sorts of things one might expect—furniture, displays, wares, cowering commoners, and the like.

Statue of Rastophen: The statue stands 20 feet tall and it provides cover to characters positioned behind it from their opponents. Climbing the statue requires a DC 15 Climb check.

Pilgrims: Crowds of pilgrims (noncombatants) are placed where indicated on the map. Each crowd counts as difficult terrain, but characters inside a crowd gain the benefits of soft cover. If a character is attacked while inside a crowd, the pilgrims flee at the start of the next round, moving away from the enemies.

Searchers of Malachi

Encounter Level 10

SETUP

Have the players place their miniatures anywhere in the space indicated on the tactical map.

Eskade Direthorn (T) leads a small force of rangers (E) in search of the *Tear of Ioun*. Wait to place Eskade and the eyes of Malachi until they are spotted or they reveal themselves.

Spot Checks

DC 18 (–1 per 10 ft.) *Characters notice a hidden eye of Malachi.*

When the players place their miniatures, read:

A slow-moving stream runs through this part of the dense forest. Trees both small and large block your sight beyond a few feet. The woods are still and quiet, with not even a whisper of sound.

When the PCs first see an eye of Malachi, read:

You catch sight of a humanoid figure dressed in gleaming mail and armed with a composite longbow. A black leather mask fitted with iron bars over the eyes and mouth conceals its features. A bloody red eye stares out from the center of the mask.

When Eskade Direthorn reveals herself, read:

A slender woman dressed in chainmail clutches a nasty-looking morningstar. Her face is an inhuman mask of scar-tissue, being blood red and covered in weeping wounds. Her yellow eyes hold madness and hate, and dark energy crackles about her.

Eskade Direthorn **CR 8**

RD 107, *CAr* 5
hp 34 (7 HD); **DR** 2/cold iron

Female tiefling warlock[CAr] 7
NE Medium outsider (native)
Init +3; **Senses** darkvision 60 ft.; Listen +0, Spot +0
Languages Common, Draconic, Elven, Infernal

AC 19, touch 13, flat-footed 16
(+3 Dex, +6 armor)
Resist cold 5, electricity 5, fire 5
Fort +3, **Ref** +5, **Will** +5

Speed 30 ft. (6 squares)
Melee mwk morningstar +5 (1d8–1)
Ranged eldritch blast +9 ranged touch (4d6)
Base Atk +5; **Grp** +4
Atk Options Point Blank Shot, Ranged Recall, eldritch blast
Combat Gear *potion of cure light wounds, powder of the black veil* (see the sidebar on page 28)
Invocations Known (CL 7th):
Lesser—*baneful blast* (humans)[CM]
Least—*breath of the night, devil's sight*†, *see the unseen*†
†Already invoked
Spell-Like Abilities (CL 7th):
At will—*detect magic*
1/day—*darkness*

Abilities Str 8, Dex 16, Con 13, Int 14, Wis 10, Cha 16
SQ deceive item
Feats Point Blank Shot, Ranged Recall[CM], Weapon Focus (ranged spell or spell-like ability)
Skills Bluff +5, Concentration +11, Hide +4, Knowledge (arcana) +12, Listen +0, Spellcraft +14 (+16 deciphering scrolls), Spot +0, Use Magic Device +13 (+15 scrolls)
Possessions combat gear plus +2 *chain shirt,* masterwork morningstar, *cloak of Charisma +2*

Ranged Recall (Ex) 3/day, swift action, reroll missed spell or spell-like ability (including *eldritch blast*) against a target within 30 feet at a –5 penalty.
If you don't have *Complete Mage,* replace *baneful blast* invocation with *hellrime blast.*

6 Eyes of Malachi **CR 3**

hp 23 (3 HD); Diehard

Male human ranger 3
CE Medium humanoid
Init +2; **Senses** Listen +7, Spot +7
Languages Common

AC 16, touch 12, flat-footed 14
(+2 Dex, +4 armor)
Fort +5, **Ref** +5, **Will** +2

Speed 30 ft. (6 squares)
Melee mwk battleaxe +5 (1d8+1/×3) or
Melee mwk battleaxe +3 (1d8+1/×3) and
mwk handaxe +3 (1d6+1/×3)
Ranged mwk composite longbow (Str +1) +6 (1d8+1) or
Ranged mwk composite longbow (Str +1) +4/+4 (1d8+1)

with Rapid Shot
Base Atk +3; **Grp** +4
Atk Options favored enemy (humans) +2
Combat Gear *elixir of sneaking*

Abilities Str 13, Dex 15, Con 14, Int 10, Wis 12, Cha 8
SQ wild empathy +2 (–2 magical beasts)
Feats Diehard, Endurance[B], Evil Brand[EE,B], Rapid Shot[B], Track[B], Two-Weapon Fighting
Skills Diplomacy –1 (+1 evil creatures), Hide +8, Intimidate –1 (+1 evil creatures), Knowledge (geography) +6, Listen +7, Move Silently +8, Search +6, Spot +7, Survival +7 (+9 following tracks, +9 avoid getting lost and hazards)
Possessions combat gear plus *mithral shirt,* masterwork battleaxe, masterwork handaxe, masterwork composite longbow (Strength +1) with 20 arrows, traveler's outfit

TACTICS

Eskade Direthorn is not certain who the PCs are, but fears they are searching for the *Tear of Ioun*. She whispers to her minions to take out the characters quickly. Unless the PCs detected a hidden eye of Malachi (Eskade has total cover from the massive tree), the Searchers gain surprise.

Surprise Round: The eyes fire arrows at the closest PCs while Eskade casts *darkness* on the massive tree to grant herself concealment (20% miss chance).

Round 1: Eyes engaged in melee drop their bows, draw battleaxes as a move action, and attack. After resolving the attack, each engaged eye takes a 5-foot step and draws his handaxe as a free action. Those eyes not engaged use Rapid Shot to attack non-engaged characters.

Eskade, under the cover of darkness, uses *baneful blast* (humans) against any human opponents within range, targeting foes within 30 feet to get the benefit of Point Blank Shot.

Round 2+: Any remaining eyes that have not yet engaged in melee use Rapid Shot to pepper the PCs with arrows.

Engaged eyes make full attacks each round using Two-Weapon Fighting.

POWDER OF THE BLACK VEIL

When Eskade throws this powder to the ground, it creates a 10-foot-high cloud in a 10-foot spread centered on her. The cloud remains for 2d4 rounds, and any creature, other than her, caught in the area is blinded for 1d4 rounds (Will DC 13 negates).

Eskade supports her minions with *eldritch blasts*, only dropping the *powder of the black veil* if she's attacked with a melee weapon.

Features of the Area

The area has the following features.

Massive Tree: These trees take up an entire space and characters standing behind them gain cover (+4 bonus to AC and +2 bonus on Reflex saves). A massive tree has AC 3, hardness 5, and 600 hp. A DC 15 check is required to climb these trees.

Roots: The area around massive trees is a tangle of exposed roots. It costs 2 squares of movement to enter a space containing roots. As well, the DC of Move Silently and Tumble checks increases by +2.

Stream: The stream is sluggish and is about 3 feet deep. Entering a space containing a stream costs 2 squares of movement. Small or smaller characters standing in the stream have improved cover (+8 bonus to AC and +4 bonus on Reflex saves).

Eaters of the Dead

Encounter Level 11

SETUP

The ghouls are hiding. Have the players place their miniatures in the area where shown on the tactical map.

Place the ghouls (G) if any PCs succeeded on a DC 16 Spot check and the abyssal ghoul (A) if any characters succeeded against a DC 30 (all modified by distance). PCs that didn't get at least a 16 on their check result are surprised.

Spot Checks

DC 16 (–1 per 10 ft.) *Characters notice a ghoul.*
DC 30 (–1 per 10 ft.) *Characters notice the abyssal ghoul.*

When a character sees a ghoul, read:

Filthy humanoids rise from the rubble, ropes of bloody saliva falling from their toothy maws. Pinpoints of white light serve for eyes, and their faces twist into snarls as they spit dreadful hissing noises.

When a character sees the abyssal ghoul, read:

A scaly humanoid with an impossibly long tongue creeps from around the tower's base, its inhuman eyes assessing you. Its massive maw splits wide and vomits blood.

Abyssal Ghoul[FF] **CR 10**
FF 12
hp 104 (16 HD)

CE Medium undead (extraplanar)
Init +7; **Senses** blindsight 90 ft., deathwatch; Listen +2, Spot +2
Languages Abyssal

AC 27, touch 13, flat-footed 27; Dodge, Mobility, uncanny dodge
(+3 Dex, +14 natural)
Immune ability damage (Str, Dex, Con), ability drain, critical hits, death effects, disease, electricity, energy drain, exhaustion, fatigue, mind-affecting effects, nonlethal damage, paralysis, poison, sleep, stunning, any effect that requires a Fortitude save (unless the effect also works on objects or is harmless), death from massive damage
Resist acid 20, cold 20, fire 20; **SR** 20
Fort +5, **Ref** +10, **Will** +12

Speed 40 ft. (8 squares); Spring Attack
Melee 2 front claws +15 (1d4+7 plus demon fever) and 2 rear claws +13 (2d4+3 plus demon fever)
Base Atk +8; **Grp** +15
Atk Options disease, improved grab, sneak attack +5d6, Wisdom drain 1d6

Abilities Str 25, Dex 16, Con —, Int 14, Wis 15, Cha 18
Feats Dodge, Improved Initiative, Lightning Reflexes, Mobility, Multiattack, Spring Attack
Skills Balance +20, Climb +20, Hide +20, Jump +23, Listen +2, Move Silently +20, Spot +2, Tumble +20

Deathwatch (Sp) As the *deathwatch* spell, always active, caster level 16th. This ability functions as the spell, except that it always knows how near death all creatures within 90 feet of it are.
Demon Fever (Ex) Disease—claws, Fort DC 18 negates, incubation period 1 day, damage 1d6 Constitution. The save DC is Constitution-based.
Each time a creature takes Constitution damage from demon fever, it must immediately succeed on a second DC 18 Fortitude save or 1 point of Constitution damage becomes drain instead.
Improved Grab (Ex) To use this ability, an abyssal ghoul must hit an opponent of up to Medium size with both front claw attacks. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it gets a hold and can attempt to pin and use its Wisdom drain ability on its next grapple check.
Wisdom Drain (Su) An abyssal ghoul deals 1d6 points of Wisdom drain with a successful grapple check against a pinned opponent. Once it drains its opponent, it automatically deals an additional 1d6 points of Wisdom drain each round it maintains the pin.

10 Ghouls **CR 1**
MM 119
hp 13 each (2 HD)

CE Medium undead
Init +2; **Senses** darkvision 60 ft.; Listen +2, Spot +7
Languages Common

AC 14, touch 12, flat-footed 12
(+2 Dex, +2 natural)
Immune ability damage (Str, Dex, Con), ability drain, critical hits, death effects, disease, energy drain, exhaustion, fatigue, mind-affecting effects, nonlethal damage, paralysis, poison, sleep, stunning, any effect that requires a Fortitude save (unless the effect also works on objects or is harmless), death from massive damage

Resist +2 turn resistance
Fort +0, **Ref** +2, **Will** +5

Speed 30 ft. (6 squares)
Melee bite +2 (1d6+1 plus paralysis and ghoul fever) and
2 claws +0 (1d3 plus paralysis)
Base Atk +1; **Grp** +2
Atk Options ghoul fever, paralysis

Abilities Str 13, Dex 15, Con —, Int 13, Wis 14, Cha 12
Feats Multiattack
Skills Balance +6, Climb +5, Hide +6, Jump +5, Listen +2, Move Silently +6, Spot +7

Ghoul Fever (Ex) Disease—bite, Fort DC 12, incubation period 1 day, damage 1d3 Con and 1d3 Dex. The save DC is Charisma-based.

An afflicted humanoid who dies of ghoul fever rises as a ghoul at the next midnight. A humanoid who becomes a ghoul retains none of the abilities it possessed in life. A humanoid of 4 Hit Dice or more rises a ghast (*MM* 119) instead.

Paralysis (Ex) Creatures hit by a ghoul's bite or claw attacks must succeed on a DC 12 Fortitude save or become paralyzed for 1d4+1 rounds. Elves are immune to this paralysis. The save DC is Charisma-based.

TACTICS

Faced with the prospect of fresh meat, the ghoulsattack en masse.

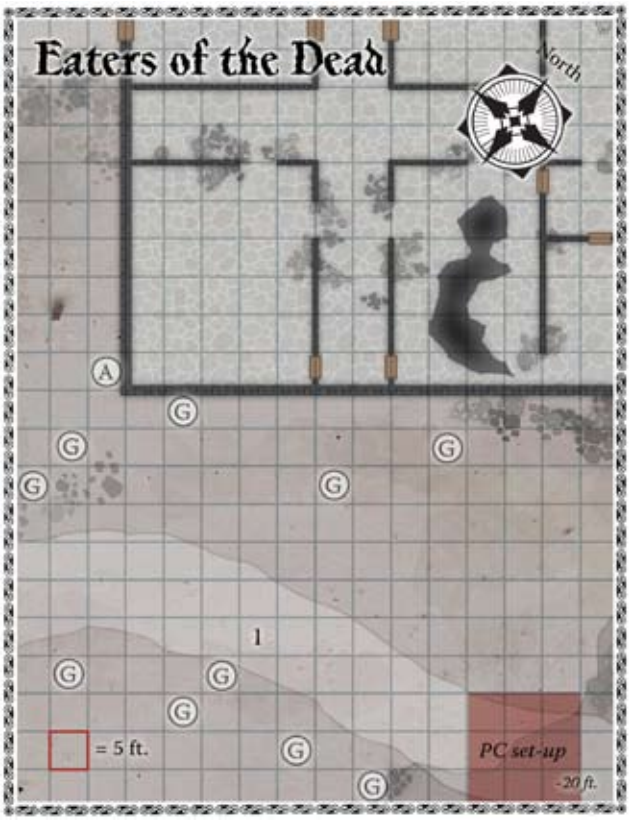
Surprise Round: The ghouls descend on the PCs in pairs. They can't charge because the rubble counts as difficult terrain. The abyssal ghoul moves directly to the road.

Round 1: If no surprise, the ghouls act as above, but use double moves to position themselves around the PCs. Likewise, the abyssal ghoul uses a double move to approach the lead PC.

Round 2: The ghouls try to flank their opponents, but failing this, one ghoul uses aid another to grant its ally a +2 bonus on its attack rolls. The abyssal ghoul makes a full attack against the first opponent it encounters working to grapple its adversary.

Round 3+: Ghouls that paralyze a PC use their next actions to each perform a coup de grace before turning to their next opponent. The abyssal ghoul presses its attack until it has killed its foe.

The ghouls retreat if seven or more fall, if they are successfully turned, or if the abyssal ghoul is destroyed.



Features of the Area

The area has the following features.

Rubble and Corpses: Spaces containing rubble and corpses count as difficult terrain. Each space costs 2 squares to enter and charging and running are impossible. As well, the DCs for Move Silently and Tumble checks increase by +2.

The Black Depths

Encounter Level 12

SETUP

Three hadrimoi (H) are scattered throughout the room eating grimlock corpses and other offal, while the turlemoi (T) looks to have already feasted. The grell philosopher (G) considers its next move in the corner.

Assume each creature takes 10 on its Listen check to notice the PCs. Thus, for the characters to approach without being heard, they need to succeed on DC 18 Move Silently checks. One hadrimoi is supposed to act as sentry, but it is preoccupied by its meal. Thus, its Spot check result is 9 to notice hidden adventurers.

Listen Checks

DC 15 (–1 per 10 ft.) *The characters notice the sound of messy feasting.*

Spot Checks

DC 10 (–1 per 10 ft.) *Characters notice the hadrimoi eating near the entrance.*

When the PCs see the hadrimoi, read:

A gaunt humanoid tears flesh from a haunch of meat with a large fanged mouth. The creature has a strange appearance as if composed of fibrous tendrils instead of flesh and bone. It grips its meal with twin pairs of claws, blood welling between its fingers.

When the PCs see the interior of the cave, read:

The cave mouth opens onto a 50-foot-deep chamber, about 20-feet wide. Dismembered body parts cover the floor. Rising in one corner is a hulking giant, its body skinless with oozing sinew and muscle exposed. Behind it, hovering in the air, is a great brain trailing a nest of writhing tentacles. A beak works, rumbling incomprehensible orders to what are clearly its minions.

Muthrax, Grell Philosopher[LoM] **CR 10**

MM2 121
hp 151 (19 HD)

Male grell wizard 14
NE Medium aberration
Init +7; **Senses** blindsight 60 ft.; Listen +4, Spot +4
Languages Grell; understands Abyssal, Common, Draconic, Dwarven, Infernal, Terran, and Undercommon

AC 25, touch 15, flat-footed 22
(+3 Dex, +6 *greater mage armor,* +2 deflect, +4 natural)
Immune electricity, gaze attacks, illusions, paralysis, visual effects, and any attack that relies on sight
Fort +10, **Ref** +8, **Will** +13

Speed 5 ft. (1 square), fly 30 ft. (perfect); Flyby Attack
Melee 10 tentacles +13 (1d4+3 plus paralysis) and bite +8 (1d6+1)
Space 5 ft.; **Reach** 5 ft. (10 ft. with tentacle)
Base Atk +10; **Grp** +13
Atk Options constrict 1d6+3, expert grappler, improved grab, paralysis
Special Actions Sudden Maximize, Sudden Still, Unsettling Enchantment
Combat Gear *brooch of shielding, greater lightning lance*
Wizard Spells Prepared (CL 14th, overcome SR 1d20+16):
7th—*insanity* (DC 25), *mass invisibility, power word blind*
6th—*disintegrate* (ranged touch +13, DC 23), *greater dispel magic, greater heroism, repulsion* (DC 23)
5th—*dominate person* (DC 23), *feeblemind* (DC 23), *greater dimension door*[SC], *mind fog* (DC 23)
4th—*bestow curse* (DC 22), *confusion* (DC 22), *crushing despair* (DC 22), *fear* (DC 21), *greater invisibility, ice storm*
3rd—*blink, clairaudience/clairvoyance, greater mage armor*[SC†], *hold person* (DC 21), *rage, suggestion* (DC 21)
2nd—*baleful transposition* (DC 19)[SC], *blindness/deafness* (DC 19), *blur, daze monster* (DC 20), *scorching ray* (ranged touch +13) (2)
1st—*benign transposition*[SC] (2), *magic missile* (2), *ray of enfeeblement* (ranged touch +13), *shield*
0—*detect magic* (4)
† already cast

Abilities Str 16, Dex 16, Con 20, Int 24, Wis 10, Cha 12
SQ flight, summon familiar (none)
Feats Combat Casting, Eschew Materials, Flyby Attack, Improved Initiative, Scribe Scroll[B], Spell Focus (enchantment), Spell Penetration, Sudden Maximize[CAr,B], Sudden Still[CAr,B], Unsettling Enchantment[CM]
Skills Concentration +25 (casting on the defensive +29), Decipher Script +21, Hide +9, Knowledge (arcana) +29, Knowledge (dungeoneering) +29, Knowledge (nature) +15, Knowledge (religion) +21, Knowledge (the planes) +21, Listen +4, Move Silently +9, Search +7, Spellcraft +29 (+31 deciphering scrolls), Spot +4, Survival +0 (+2 on other planes, +2 following tracks, +2 underground, +2 in aboveground natural environments), Use Magic Device +1 (+5 scrolls)
Possessions combat gear plus *ring of protection +2, amulet of health +2, bracers of armor +2*

Spellbook inscribed on its tentacles; spells prepared plus 0—all; 1st—*animate rope, comprehend languages, endure elements, obscuring mist, protection from good, shocking grasp, true strike, unseen servant*; 2nd—*Melf's acid arrow;* 5th—*nightmare, waves of fatigue*; 6th—*acid fog, globe of invulnerability*; 7th—*ethereal jaunt*.

Constrict (Ex) Muthrax deals 1d6+3 points of damage on a successful grapple check.

Expert Grappler (Ex) If Muthrax chooses to grapple with one tentacle and remain ungrappled himself, he takes a –10 penalty on his grapple checks instead of the normal –20 penalty.

Improved Grab (Ex) To use this ability, Muthrax must hit an opponent of Medium size or smaller with a tentacle attack. He can then attempt to start a grapple as a free action without provoking an attack of opportunity. If he wins the grapple check, he establishes a hold and can constrict.

Paralysis (Ex) All creatures hit by Muthrax's tentacle attack must succeed on a DC 17 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.

Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hits during the same round.

Sudden Maximize (Ex) Once per day, Muthrax may apply the effects of the Maximize Spell metamagic feat to any one spell he casts as a free action and without altering the effective level of the spell.

Sudden Still (Ex) Once per day, Muthrax may apply the effects of the Still Spell metamagic feat to any one spell it casts as a free action and without altering the effective level of the spell.

Unsettling Enchantment (Ex) Any foes required to save against an enchantment spell Muthrax casts takes a –2 penalty on attack rolls and saving throws for 1 round, regardless of the result of the save. This is a mind-affecting effect.

Greater Lightning Lance (Item) Seven times per day, ranged touch +13, 5d6 points of electricity damage. In the hands of anyone other than a grell, using this item requires a successful DC 25 Use Magic Device check.

Flight (Ex) As the *fly* spell, except it grants a fly speed of 30 feet with perfect maneuverability. In addition, the grell benefits from a *feather fall* spell with a personal range.

Turlemoi[MM5] CR 8

MM5 187

hp 102 (12 HD); **DR** 10/slashing or piercing; strength from pain

NE Large monstrous humanoid
Init +6; **Senses** low-light vision; Listen +7, Spot +7
Languages Undercommon

AC 14, touch 11, flat-footed 12
(–1 size, +2 Dex, +3 natural)
Immune rising courage
Fort +8, **Ref** +10, **Will** +10
Weakness broken courage

Speed 40 ft. (8 squares), climb 30 ft.
Melee 2 slams +15 (2d6+3)
Ranged rock +13 (1d8+3)
Space 10 ft.; **Reach** 10 ft.
Base Atk +12; **Grp** +19
Atk Options Combat Reflexes, Power Attack, rock throwing

Abilities Str 17, Dex 14, Con 18, Int 7, Wis 15, Cha 6
Feats Alertness, Combat Reflexes, Improved Initiative, Power Attack, Weapon Focus (slam)
Skills Balance +5, Climb +11, Jump +10, Listen +7, Spot +7, Survival +5

Strength from Pain (Ex) Whenever a turlemoi takes damage, it gains a +1 bonus on attack rolls, a +2 bonus on damage rolls, and its natural armor bonus to AC increases by 2. The benefits last for 1 minute, starting in the round during which a turlemoi first takes damage in the encounter.

Bonuses stack each time a turlemoi takes damage to a maximum of a +5 bonus on attack rolls, a +10 bonus on damage rolls, and a +10 natural armor bonus to AC. These bonuses accrue each time it is damaged during that minute, even from multiple attacks in the same round. At the end of the minute, all bonuses disappear. The turlemoi can begin accumulating bonuses again if it takes more damage.

Rising Courage (Ex) When a turlemoi's bonus on attack rolls from its strength of pain ability is +3 or higher, it becomes immune to all mind-affecting effects. While in this state, it does not retreat from combat.

Broken Courage (Ex) A turlemoi takes a –4 penalty on saves against fear effects and on the level check made to oppose Intimidate checks. A turlemoi can be affected by fear effects that do not normally affect creatures of its Hit Dice.

Rock Throwing (Ex) A turlemoi can hurl rocks of 20 to 30 points (Tiny objects) up to five range increments. The range increment is 60 feet.

3 Hadrimoi[MM5] CR 5

MM5 185

hp 58 each (9 HD); **DR** 10/slashing and piercing; speed from pain

NE Medium monstrous humanoid
Init +8; **Senses** low-light vision; Listen +4, Spot +4
Languages Common, Undercommon

AC 14, touch 14, flat-footed 10; Dodge, Mobility
(+4 Dex)
Fort +5, **Ref** +10, **Will** +7
Weakness falling courage

Speed 30 ft. (6 squares)
Melee 4 daggers +13 (1d4+1) with perfect symmetry
Ranged dagger +13/+8 (1d4+1)
Base Atk +9; **Grp** +10
Atk Options dagger dance

Abilities Str 13, Dex 18, Con 14, Int 12, Wis 13, Cha 11
Feats Dodge, Improved Initiative, Mobility, Weapon Finesse
Skills Hide +13, Jump +7, Listen +4, Move Silently +13, Sleight of Hand +10, Spot +4
Possessions 6 daggers

Speed from Pain (Ex) Each time a hadrimoi takes damage, it gains a +2 dodge bonus to AC, a +1 bonus on attack rolls and Reflex saves, and a +10-foot bonus to its speed. The benefits last for 1 minute, starting in the round during which a hadrimoi first takes damage in the encounter.

Bonuses stack each time a hadrimoi takes damage to a maximum of a +10 dodge bonus to AC, a +5 bonus on attack rolls and Reflex saves, and a +50-foot bonus to its speed. These bonuses accrue each time it is damaged during that minute, even from multiple attacks in the same round. At the end of the minute, all bonuses disappear. The hadrimoi can begin accumulating bonuses again if it takes more damage.

Falling Courage (Ex) A hadrimoi whose bonus to speed from its speed from pain ability is +30 feet or higher takes a –4 penalty on saves against fear effects and on the level check made to oppose an Intimidate check. In addition, while in this state, a hadrimoi can be affected by fear effects that do not normally affect creatures of its Hit Dice.

Perfect Symmetry (Ex) As a full attack, a hadrimoi can attack with up to four light weapons with no penalty on the attack rolls.

Dagger Dance (Ex) When a hadrimoi's bonus to speed from its speed from pain ability is +30 feet or higher, the creature can move up to its speed as part of a full attack. It can move before, after, or between each of its attacks, as long as its total movement in the round does not exceed its speed.

TACTICS

The cave is not the ideal battlefield for these creatures. They work to get outside to better utilize their abilities.

Round 1: The grell philosopher casts *mass invisibility* and then moves away to get out of line of sight. The turmeloi bull rushes any PCs at the entrance to push them out onto the slope. If it succeeds, the hadrimoi move to escape the cave if possible, or engage the closest PCs if not.

Round 2: The grell casts *repulsion* on itself and then moves to the back of the chamber at the entrance to the Underdark. Engaged minions use full attacks to rip apart the PCs, being sure to use the Dodge feat against archers, while unengaged minions use Mobility to slip past the front line to reach softer PCs beyond.

Round 3+: As round 2, but the grell philosopher focuses on managing the combat, supporting its minions with *baleful transposition*, maximized *disintegrate*, and *greater heroism*. The grell does not engage in melee unless forced, preferring to draw from its impressive selection of spells.

FEATURES OF THE ROOM

The room has the following features.

Slope: The steep slope outside of the cave mouth counts as difficult terrain and it costs 2 squares of movement to enter a space on the slope.

Treasure: The grell philosopher emerged from the Underdark to work with the Stormcrows and brought gifts to honor the corrupted adventures. Where indicated on the tactical map, there's a wooden chest containing 2,402 gp, a silver coffer (500 gp) that holds 215 pp and three blue sapphires (1,000 gp each), a *ring of climbing*, and a *rod of sure striking* (*MIC* 175). If you don't have the *Magic Item Compendium*, replace the *rod of sure striking* with an adamantine heavy mace.

Antechamber

Encounter Level 12

SETUP

Place the flesh golem (F) where indicated. Don't place the stirge swarm (S) until the PCs detect them or until the swarm attacks. Garen's (G) placement depends on the direction from which the PCs come. If they enter this room from outside Forlorn Tower, place Garen as shown on the map. Otherwise, Garen should be hiding farther down the tunnel, using the concealment from the shadows or darkness to hide.

Listen Checks

DC 12 (–1 per 10 ft.) *Characters hear the stirges squeaking from their roost on the ceiling.*

Spot Checks

DC 0 (–1 per 10 ft.) *Characters with darkvision notice Garen hiding in the side passage.*
DC 24 (–1 per 10 ft.) *Characters notice Garen hiding in the side passage.*

When the characters enter the room, read:

Cracks appear in the guano covering the seated giant. Lurching to its feet, it trains dead eyes upon you.

When the PCs notice the stirges on the ceiling, read:

Dark droppings spatter on the floor from hundreds of red batlike creatures that blanket the ceiling. This swarm moves almost as one in a sea of red, glistening flesh, flapping wings, and long proboscises.

When the PCs see Garen, read:

A male dwarf dressed in stained clothing and armed with a razor-sharp kukri barks a laugh when you see him. His eyes extend out of his head on disgusting eyestalks and his mouth droops on the left side, a string of thick blue drool spilling onto his tattered shirt.

Flesh Golem — CR 7

MM 135
hp 79 (9 HD)

N Large construct
Init –1; **Senses** darkvision 60 ft., low-light vision; Listen +0, Spot +0

AC 18, touch 8, flat-footed 18
(–1 size, –1 Dex, +10 natural)
Immune ability damage, ability drain, critical hits, disease, death effects, energy drain, exhaustion, fatigue, magic, mind-affecting effects, massive damage, necromancy, nonlethal damage, paralysis, poison, sleep, stunning, any effect that requires a Fortitude save
Fort +3, **Ref** +2, **Will** +3

Speed 30 ft. (6 squares)
Melee 2 slams +10 (2d8+5)
Space 10 ft.; **Reach** 10 ft.
Base Atk +6; **Grp** +15
Atk Options berserk

Abilities Str 21, Dex 9, Con —, Int —, Wis 11, Cha 1
SQ construct traits
Skills Listen +0, Spot +0

Immunity to Magic (Ex) A flesh golems is immune to any spell or spell-like ability that allows spell resistance. In addition, certain spells and effects function differently.

- Magical attacks that deal cold or fire damage automatically slow a flesh golem as the *slow* spell for 2d6 rounds.
- Magical attacks that deal electricity damage break the *slow* effect and heal 1 point of damage for every 3 points it would otherwise deal. Excess hit points are gained as temporary hit points. A flesh golem gets no save against electricity attacks.

Berserk (Ex) There is a cumulative 1% chance each round that the golem goes berserk. A berserk golem attacks the nearest living creature each round or smashes an object smaller than itself if no creature is within reach before moving on to spread more destruction. Since the golem's creator is long dead, once berserk, it remains this way until destroyed.

Stirge Swarm — CR 7

MM 236
hp 66 (12 HD)

N Tiny magical beast (swarm)
Init +8; **Senses** darkvision 60 ft., low-light vision; Listen +11, Spot +10

AC 16, touch 16, flat-footed 12
(+2 size, +4 Dex)
Immune critical hits, flanking, any spell or effect that targets a specific number of creatures
Resist half damage from slashing or piercing weapons

Fort +10, **Ref** +13, **Will** +7

Speed 10 ft. (2 squares), fly 40 ft. (average)
Melee swarm (3d6)
Space 10 ft.; **Reach** 0 ft.
Base Atk +12; **Grp** —
Atk Options attach, blood drain, distraction

Abilities Str 5, Dex 19, Con 10, Int 1, Wis 12, Cha 6
SQ swarm traits
Feats Ability Focus (distraction), Alertness, Great Fortitude, Improved Initiative, Iron Will, Weapon Finesse[B]
Skills Listen +11, Spot +10

Attach (Ex) Any creature damaged by a stirge swarm's attack become covered with blood-sucking stirges. Affected creatures take a –10 enhancement penalty to all forms of speed until the end of the swarm's next turn.
Blood Drain (Ex) At the start of a stirge swarm's turn, it automatically deals 1d8 points of Constitution damage to all living creatures affected by its attach ability. A stirge swarm can use blood drain three times before retreating to digest its meal.
Distraction (Ex) Any living creature that begins its turn with a swarm in its square must succeed on a DC 18 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based and includes the bonus from the Ability Focus feat.

Garen — CR 11

CW 44
hp 62 (11 HD)

Male changed dwarf fighter 1/rogue 5/invisible blade 5[CW]
CE Medium humanoid
Init +4; **Senses** darkvision 60 ft.; Listen +5, Spot +8
Languages Common, Dwarven

AC 21, touch 15, flat-footed 21; +4 AC against giants, uncanny dodge
(+4 Dex, +4 class, +2 shield, +1 deflection)
Resist evasion, stability (+4 against bull rush and trip), trap sense +1
Fort +7 (+9 against poison), **Ref** +13, **Will** +2; +2 against spells and spell-like effects

Speed 20 ft. (4 squares)
Melee *+1 keen kukri* +15/+10 (1d4+2/15–20)
Ranged dagger +13/+8 (1d4+1/19–20) or
Ranged dagger +11/+11/+6 (1d4+1/19–20) with Rapid Shot
Base Atk +9; **Grp** +10
Atk Options Far Shot, Point Blank Shot, Rapid Shot, +1 on attack rolls against orcs and goblinoids, bleeding wound, dagger sneak attack +3d6, sneak attack +3d6, uncanny feint
Combat Gear *potion of cure moderate wounds,* tanglefoot bag

Abilities Str 12, Dex 18, Con 14, Int 18, Wis 8, Cha 16
SQ feint mastery, stonecunning, trapfinding
Feats Aberration Blood (Bulging Eyes)[LoM,B], Far Shot, Point Blank Shot, Rapid Shot, Weapon Finesse, Weapon Focus (kukri)[B]
Skills Appraise +4 (+6 metal or stone), Balance +6, Bluff +16, Climb +5, Craft (metal- or stoneworking) +8, Diplomacy +7, Disable Device +7, Disguise +5 (+7 acting), Escape Artist +9, Hide +14, Intimidate +9, Jump +10, Listen +5, Move Silently +13, Search +9, Sense Motive +4, Spot +10, Survival –1 (+1 following tracks), Tumble +15, Use Magic Device +8, Use Rope +4
Possessions combat gear plus *+1 buckler, +1 keen kukri,* 8 daggers, *ring of protection +1, cloak of resistance +1, gloves of Dexterity +2, headband of intellect +2,* masterwork thieves' tools, 4 sunrods, traveler's outfit, pouch containing 23 gp

Bleeding Wound (Ex) Garen may sacrifice 1d6 of his dagger sneak attack ability to inflict a bleeding wound. At the start of each of the target's turns, the bleeding wound deals 1 point of damage. Multiple bleeding wounds are cumulative. A bleeding wound can be removed with a DC 15 Heal check or the application of any conjuration (healing) spell. Creatures immune to critical hits are immune to bleeding wounds.
Dagger Sneak Attack (Ex) When wielding a dagger, kukri, or similar weapon, Garen's sneak attacks deal +6d6 points of damage.
Uncanny Feint (Ex) Garen can feint in combat as a free action when wielding a dagger, kukri, or punching dagger.
Feint Mastery (Ex) Garen can take 10 on Bluff checks to feint in combat.

TACTICS

With a lucky Use Magic Device check, Garen activated the flesh golem in this room. The construct regards Garen as its creator, though the dwarf does not realize this. Any creature that enters this chamber draws the golem's attention, though it doesn't attack unless it itself is attacked. If, however, Garen comes under attack, the golem engages the PCs.

Round 1: The stirge swarm descends from the ceiling to suck the blood from the PCs. The flesh golem readies an action to attack if attacked. Garen creeps forward, using Move Silently (check result 23) to avoid detection. Once in line of sight with the PCs, he attacks by throwing a dagger.

Round 2+: The stirge swarm presses its attack, following the largest group of PCs. The golem, if provoked, attacks, hammering at the closest opponent with its slam attacks. Garen throws daggers each round until he runs out and then draws his kukri. He feints (*PH* 68)

each round as a free action to deal sneak attack damage to his opponents.

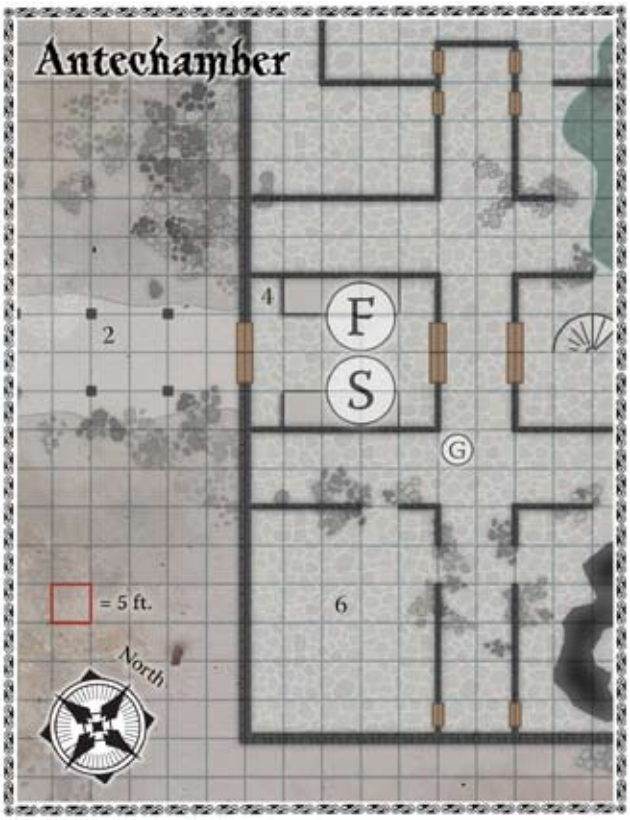
The stirges attack until they have used the blood drain ability three times at which point they return to the ceiling to digest their meals. The flesh golem fights until destroyed. Garen flees to area **5** and climbs the stairs to area **16** if reduced to 10 hit points or less or if the flesh golem is destroyed.

Features of the Room

The room has the following features.

Guano: The floor is slippery with stirge droppings. Each square counts as difficult terrain and so it costs 2 squares of movement to enter each space. Furthermore, the DC for Tumble checks increases by +2.

Shelf: A 4-foot tall shelf rises on either side of the room. It costs an extra square of movement to climb up on a shelf or a DC 16 Jump check to hop up as part of movement (DC 32 without a running start). Large or larger creatures can enter spaces containing the shelf at no extra cost and do not count as squeezed. Characters fighting from a shelf gain a +1 bonus on melee attack rolls against enemies not on the shelf.



Initiate Quarters

Encounter Level 10

SETUP

Only place creatures that the PCs stumbled across when they triggered the encounter, using starting positions as shown on the tactical map. The other creatures reveal themselves when the PCs have line of sight or when it's the creature's turn to act.

Spot Checks

DC 11 (–1 per 10 ft.) *Characters notice the gibbering mouther.*
DC 20 (–1 per 10 ft.) *Characters notice the mind flayer, though only if they have line of sight to his position.*
DC 21 (–1 per 10 ft.) *Characters notice the gricks, though only if they have line of sight to at least one.*

When the PCs see the gibbering mouther, read:

A carpet of glistening flesh clings to the chasm wall. Eyes flutter open and mouths tear apart all over its body as it looses a stream of disturbing nonsense words and squirts vile brown filth into the air.

When the PCs see the gricks, read:

Snakelike creatures slither across the floor. Surrounding the beaked maws are four long tentacles that end in thorny protrusions.

When the PCs see the mind flayer, read:

A rail thin humanoid emerges from the shadows. Four long tentacles emerge from where its mouth should be and writhe with anticipation. Dressed in violet robes trimmed in silver, it moves with a smooth and queerly alluring grace.

Gibbering Mouther[LoM] **CR 5**

LoM 150
hp 42 (4 HD); **DR** 5/bludgeoning

NE Medium aberration
Init +1; **Senses** darkvision 60 ft.; Listen +4, Spot +9
Aura gibbering (60 ft., DC 13)
Languages Common

AC 19, touch 11, flat-footed 18
(+1 Dex, +8 natural)
Immune critical hits, flanking
Fort +7, **Ref** +4, **Will** +5

Speed 10 ft. (2 squares), climb 20 ft.*
Melee 6 bites +4 (1) and
Ranged spittle +4 touch (1d4 acid plus blindness)
Base Atk +3; **Grp** +3
Atk Options blood drain, improved grab, swallow whole
Special Actions ground manipulation

Abilities Str 10, Dex 13, Con 22, Int 4, Wis 13, Cha 13
Feats Lightning Reflexes, Weapon Finesse
Skills Climb +8, Listen +4, Spot +9

Gibbering (Su) At the start of each of the gibbering mouther's turns, all creatures within a 60-foot spread must succeed on a DC 13 Will save or become confused for 1d2 rounds. This is a sonic, mind-affecting, compulsion effect. A creature that saves cannot again be affected by the same mouther's gibbering for 24 hours. Gibbering mouthers are immune to this ability. The save DC is Charisma-based.

Spittle (Ex) Once per round as a free action, a gibbering mouther may fire a stream of spittle at a single target within 30 feet by making a ranged touch attack. Creatures hit by the attack take 1d4 points of acid damage and must succeed on a DC 18 Fortitude save or be blinded for 1d4 rounds. Eyeless creatures are immune to the blinding effect but are still subject to the acid damage. The save DC is Constitution-based.

Blood Drain (Ex) On the gibbering mouther's turn, any opponents it has swallowed take 1d4 points of Constitution damage.

Improved Grab (Ex) To use this ability, a gibbering mouther must hit a Medium or smaller foe with a bite attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.

Swallow Whole (Ex) A gibbering mouther can attempt to swallow a grappled opponent of Medium or smaller size by succeeding on a grapple check. (The gibbering mouther doesn't actually swallow the opponent—it engulfs the victim with its amorphous form—but the effect is essentially the same). Victims are subject to its blood drain ability. A swallowed opponent can cut its way out by dealing 5 points of damage to the gibbering mouther (AC 19). Once the creature exits, muscular action closes the hole; another swallowed creature opponent must cut its own way out. A gibbering mouther's body can hold 1 Medium, 2 Small, 8 Tiny, 32 Diminutive, or 128 Fine creatures.

Ground Manipulation (Su) At will, as a standard action, a gibbering mouther can cause stone and earth in all adjacent squares to become a morass akin to quick-

sand. Softening earth, sand, or the like takes 1 round, while stone takes 2 rounds. Any creature adjacent to the mouther must spend a move action each round to avoid becoming mired (functioning as if pinned).

*This gibbering mouther has adapted to its environment, losing its swim speed and instead gaining a climb speed. Thus, it loses its +8 racial bonus on Swim checks and instead gains a +8 racial bonus on Climb checks. It can always choose to take 10 on a Climb check, even if rushed or threatened.

Mind Flayer — CR 8

hp 44 (8 HD)

CE Medium aberration
Init +6; **Senses** darkvision 60 ft.; Listen +11, Spot +11
Languages Undercommon; telepathy 100 ft.

AC 15, touch 12, flat-footed 13
(+2 Dex, +3 natural)
SR 25
Fort +3, **Ref** +4, **Will** +9

Speed 30 ft. (6 squares)
Melee 4 tentacles +8 (1d4+1)
Base Atk +6; **Grp** +7
Atk Options extract, improved grab
Special Actions mind blast
Psionics (CL 8th):
At will—*charm monster* (DC 17), *detect thoughts* (DC 15), *levitate, plane shift, suggestion* (DC 16)

Abilities Str 12, Dex 14, Con 12, Int 19, Wis 17, Cha 17
Feats Combat Casting, Improved Initiative, Weapon Finesse
Skills Bluff +11, Concentration +11 (+15 casting on the defensive), Diplomacy +7, Disguise +3 (+5 acting), Hide +10, Intimidate +9, Knowledge (dungeoneering) +12, Listen +11, Move Silently +10, Sense Motive +7, Spot +11, Survival +3 (+5 underground)

Extract (Ex) A mind flayer that begins its turn with all four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature. This power is useless against constructs, elementals, oozes, plants, and undead. It is not instantly fatal to creatures with multiple heads.

Improved Grab (Ex) To use this ability, a mind flayer must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head. A mind flayer can grab a Huge or larger creature, but only if it can somehow reach the foe's head.

If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining tentacles with a single grapple check. The opponent can escape with a single successful grapple check or an Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of its opponent's turn.

Mind Blast (Sp) 60-ft. cone, at will, stun for 3d4 rounds, Will DC 17 negates. The save DC is Charisma-based. This ability is the equivalent of a 4th-level spell.

4 Gricks — CR 3

hp 9 (2 HD); **DR** 10/magic

N Medium aberration
Init +2; **Senses** darkvision 60 ft., scent; Listen +6, Spot +6

AC 16, touch 12, flat-footed 14
(+2 Dex, +4 natural)
Fort +0, **Ref** +2, **Will** +5

Speed 30 ft. (6 squares), climb 20 ft.
Melee 4 tentacles +3 (1d4+2) and bite –2 (1d3+1)
Base Atk +1; **Grp** +3

Abilities Str 14, Dex 14, Con 11, Int 3, Wis 14, Cha 5
Feats Alertness, TrackB
Skills Climb +10, Hide +3 (+11 in rocky areas), Listen +6, Spot +6

TACTICS

The aberrations infesting these rooms work together with great effect.

Surprise: The gricks slither forward, climbing along the edge of the cleft to reach the PCs. The gibbering mouth starts gibbering as a free action and then climbs out of the pit to move toward the closest PC. Finally the mind flayer moves out of its room or hits the PCs with a *mind blast*.

Round 1: The gricks use simple tactics—they swarm around the closest PC. Their low AC and hit points make them more of a distraction than a threat.

If in reach of a PC, the gibbering mouther uses a full attack action to nibble on the closest PC. Remember, the mouther gets a free spittle attack each round and it uses this attack against the closest opponent it's not grappling. If the mouther had to move to reach an opponent, it uses spittle and bites if possible.

The mind flayer moves to engage any stunned targets. If it failed to stun any PCs, it uses mind blast again to create a viable target.

Round 2+: The mouther swallows any grabbed foes to subject them to its blood drain ability. If attacked, it uses ground manipulation to protect itself (though doing so imposes a –20 penalty on its next grapple

check). Once it drops a foe, it then moves off to grapple another opponent until destroyed.

The gricks press their attack against their chosen opponent each round.

The mind flayer continues working to stun an opponent and once it has done so, it uses *charm monster* to befriend a tough warrior-type and gain his or her protection while it grapples and yanks the brain from its victim.

The gibbering mouther and the gricks fight to the death. If reduced to 20 hit points or less or if the gibbering mouther is slain, the mind flayer flees to the Shadowfell using *plane shift*.

Features of the Area

The area has the following features.

Chasm: The tear in the floor drops to a tight cleft about 80 feet down. Falling characters take 7d6 points of falling damage. Climbing out of the chasm requires a DC 10 Climb check.

Gap: In the area's eastern corner, the wall crumbles away. Any space adjacent to the hole collapses with any weight. A character standing in this space must succeed on a DC 15 Reflex save or fall 200 feet and take 20d6 points of damage when she lands at the bottom. It takes a successful DC 15 Climb check to climb back up the ravine.

Treasure: The mind flayer keeps a variety of treasure it has plundered from the tower in its room. Piled up in the southern corner are 48 pp, 610 gp, 870 sp, 599 gp, 531 cp, a cloth of silver prayer mat (150 gp), two mithral holy symbols of Ioun (250 gp each), an old oil painting of Volarn depicting him as a stern man with gaunt features and haunted eyes (500 gp), a star ruby (1,000 gp), divine scroll of *heal,* divine scroll of *remove paralysis,* and a pouch holding *dust of dryness*.

Scattered in the room that held the gricks are 442 gp, 2 tourmalines (100 gp each), and an old unlabeled flask containing oil of *greater magic weapon +2*.

Deva's Last Stand

Encounter Level 13

SETUP

Deva and her minions are likely prepared for the PCs. Once the PCs open a door, place Deva (D) and the grimlock berserkers (B) where indicated on the tactical map.

When the PCs open any door, read:

Beyond the door, you see a savage, eyeless grimlock. Strings of drool hang from its glistening lips. It grips a nasty axe in its hands and looses an awful scream as it charges you.

When the PCs see Deva, read:

Commanding the grimlocks is a woman whose beauty and grace are compromised by a thick layer of mucus oozing from her flesh and clotting on her gleaming plate armor.

Deva Ontollo **CR 11**

MH 11
hp 82 (11 HD)

Female changed human marshal[MH] 11
NE Medium humanoid
Init +5; **Senses** Listen –1, Spot –1
Aura marshal (60 ft.)
Languages Common, Undercommon

AC 24, touch 11, flat-footed 23; Deflect Arrows, Dodge, Mobility, Two-Weapon Defense
(+1 Dex, +10 armor, +3 shield)
Fort +12, **Ref** +4, **Will** +6

Speed 20 ft. in full plate (4 squares), base speed 30 ft.
Melee *+2 longsword* +14/+9 (1d8+5/19–20)
Base Atk +8; **Grp** +11
Atk Options Intimidating Strike
Special Actions grant move action 2/day
Combat Gear *bracers of quick strike*[MIC], *potion of cure moderate wounds*

Abilities Str 16, Dex 12, Con 16, Int 12, Wis 8, Cha 18
Feats Aberration Blood (Slimy Skin)[LoM,B], Great Fortitude, Improved Initiative, Intimidating Strike[PH2], Skill Focus (Diplomacy)[B], Weapon Focus (longsword)
Skills Bluff +18, Diplomacy +25, Disguise +4 (+6 acting), Escape Artist –1, Intimidate +20, Knowledge (dungeoneering) +15, Knowledge (history) +15, Listen –1, Sense Motive +13, Spot –1, Survival –1 (+1 underground)
Possessions combat gear plus *+2 full plate armor, +1 heavy steel shield, +2 longsword, cloak of Charisma +2,* foul clothing, pouch containing 135 gp

Marshal Auras (Ex) As a swift action, Deva may emit an aura out to 60 feet. All allies in the area receive the aura's benefits provided that they have at least an Intelligence score of 3 or higher and can hear her. The aura lasts until dismissed (a free action). Deva can have one aura active at a time. Deva's aura is dismissed if she's dazed, unconscious, stunned, paralyzed, or otherwise unable to be heard or understood by her allies. Bonuses do not stack with each other. Deva has the following auras:

Force of Will: Allies gain a +4 circumstance bonus on Will saves.

Hardy Soldiers: Allies gain damage reduction 2/—.

Master of Opportunity: Allies gain a +4 circumstance bonus to AC against attacks of opportunity.

Master of Tactics: Allies gain a +4 circumstance bonus on damage rolls against flanked opponents.

Motivate Ardor: Allies gain a +2 circumstance bonus on damage rolls.

Motivate Attack: Allies gain a +2 circumstance bonus on attack rolls.

Over the Top: Allies gain a +4 circumstance bonus on damage rolls when charging.

Watchful Eye: Allies gain a +4 circumstance bonus on Reflex saves.

Intimidating Strike(Ex) As a standard action, Deva can make a single melee attack against her foe. She subtracts a number from this attack equal to or less than her base attack bonus. If the attack hits, she can make an Intimidate check against the foe she struck with a bonus equal to the number she subtracted from her attack roll. If the check succeeds, her opponent is shaken for the rest of the encounter. She cannot use this feat to worsen an opponent's fear condition beyond shaken.

Grant Move Action (Ex) As a standard action, twice per day, Deva can grant an extra move action to any or all allies within 30 feet (but not to herself). Each affected ally takes this extra move action immediately, acting in his current initiative order. This extra action does not affect the allies' initiative count; the round continues normally after her turn is over.

Bracers of Quick Strike (Item) Once per day, Deva can make one extra attack with a weapon she's holding at her full attack bonus as a swift action. This item attunes itself to its wearer when worn for 24 consecutive hours.

6 Grimlock Berserkers **CR 6**
hp 76 (7 HD)

Male or female grimlock barbarian 5
NE Medium monstrous humanoid
Init +3; **Senses** blind, blindsight 40 ft., scent; Listen +9, Spot +2
Languages Common, Grimlock

AC 20, touch 12, flat-footed 20; improved uncanny dodge
(+3 Dex, +4 armor, +1 deflection, +4 natural, –2 rage)
Immune gaze attacks, illusions, visual effects, any attack that relies on sight
Fort +9, **Ref** +7, **Will** +6

Speed 30 ft. in hide armor (6 squares), base speed 40 ft.
Melee *+1 greataxe* +15/+10 (1d12+10/×3)
Base Atk +7; **Grp** +13
Atk Options Cleave, Power Attack, rage 2/day

Abilities Str 23, Dex 16, Con 20, Int 10, Wis 10, Cha 4
SQ trap sense +1
Feats Cleave, Power Attack, Track[B], Weapon Focus (greataxe)
Skills Climb +11, Hide +3 (+13 in mountains or underground), Intimidate +2, Listen +9, Spot +2, Survival +5
Possessions combat gear plus *+1 hide armor, +1 greataxe, ring of protection +1,* flawed amethyst on thong around neck (100 gp), pouch containing 1d20 gp

Rage (Ex) When not in a rage, the grimlock berserkers use the following statistics.
AC 22, touch 14, flat-footed 22
hp decrease by 14
Fort +7, **Will** +4
Melee *+1 greataxe* +13/+8 (1d12+7/×3)
Grp +11
Abilities Str 19, Con 16
Skills Climb +9

TACTICS

When prepared, Deva and her minions put up a deadly fight.

Surprise Round: The grimlock barbarians enter a rage as a free action, and the one closest to the open door charges. The rest use their actions to open other doors around the party to attack the PCs from behind. Deva begins the combat with motivate ardor active and moves to the side farthest from the PCs.

Round 1+: The grimlocks clamor to reach the PCs. They use a 2-point Power Attack (–2 attack, +4 damage) on their full attacks or a 4-point Power Attack on standard attacks (–4 attack, +8 damage).

Meanwhile, Deva supports her minions on the opposite side, maintaining her aura if her minions have the upper hand or switching to her hardy soldiers aura if the the fight is going poorly for her.

Features of the Area

The area has the following features.

Water: Any square containing water counts as difficult terrain such that it costs 2 squares of movement to enter these spaces. As well, the DC for Move Silently and Tumble checks both increase by +2.

NEGOTIATING WITH DEVA

If the adventurers get the drop on Deva, she hastily turns to negotiation to give her minions time to move into position. She uses Bluff to come off as a victim, explaining she and the grimlocks were forced to serve Elomiir, the one-time leader of her party. She adds that Elomiir dwells at the top of the tower and offers to lead the PCs there in exchange for her freedom. Of course, she betrays the party at the first chance she gets, using the inhabitants of other rooms she passes through to destroy the PCs. Alternatively, once her grimlocks have spread out around the PCs, she instructs them to attack.

The Farspeakers

Encounter Level 10

SETUP

The destrachans (D) are positioned where indicated on the tactical map. Their positions give them total cover from the PCs when they are in area 11.

When the PCs enter the area, read:

A hideous creature uses its odd mouth to sift the rubble. Large ears flick back and forth, as its eyeless head lifts in your direction.

2 Destrachans **CR 8**

hp 60 each (8 HD)

NE Large aberration
Init +5; **Senses** blind, blindsight 100 ft.; Listen +25, Spot +4
Languages understands Common

AC 18, touch 10, flat-footed 17; Dodge
(–1 size, +1 Dex, +8 natural)
Immune gaze attacks, illusions, visual effects, and other attack forms that rely on sight
Fort +5 **Ref** +5, **Will** +10; +4 against sonic effects

Speed 30 ft. (6 squares)
Melee 2 claws +9 (1d6+4)
Space 10 ft.; **Reach** 5 ft.
Base Atk +6; **Grp** +14
Special Actions destructive harmonics

Abilities Str 18, Dex 12, Con 16, Int 12, Wis 18, Cha 12
Feats Dodge, Improved Initiative, Lightning Reflexes
Skills Hide +8, Listen +25, Move Silently +7, Spot +4, Survival +9

Destructive Harmonics (Su) A destrachan can blast sonic energy in a cone up to 80 feet long. It can also use this attack to affect any creatures or objects within a 30-foot radius. It can tune the harmonics of this destructive power to affect different types of targets.

Flesh: Disrupting tissue and rending bone, this attack deals 4d6 points of damage to all within the area (Reflex DC 15 half).

Nerves: A destrachan can focus its harmonics to knock out foes rather than slay them. This attack deals 6d6 points of nonlethal damage to all within the area (Reflex DC 15 half).

Material: When using this form of harmonics, a destrachan chooses wood, stone, metal, or glass. All objects made of that material within the area must succeed on a DC 15 Fortitude save or shatter. Objects (or portions of objects) that have up to 30 hit points are potentially affected by this attack.

TACTICS

The destrachans exploit the unstable floor, using their destructive harmonics to shatter the rubble beneath the PCs' feet and send them plummeting to the level below. Any section of normal floor subject to a destrachan's destructive harmonics (materials) ability suffers the following: The first use causes the floor to become difficult terrain. The second use turns the squares into weak floor (see Features of the Area). Any weak floor squares targeted with the ability collapse to the level below.

Features of the Area

The area has the following features.

Rubble: Any space containing rubble counts as difficult terrain (*PH* 148).

Waterfall: See area 8 (page 19) for details.

Weak Floor: All spaces adjacent to the waterfall are weakened. Any character entering one of these spaces has a 50% chance of triggering a weak floor trap (page 15).

Chamber of Horrors

Encounter Level 13

SETUP

Klaus (K), surprised or not, examines a corpse, while the balhannoth (B) clings to the ceiling in its position. Wait to place the balhannoth until the PCs spot it.

Spot Checks

DC 26 (–1 per 10 ft.) *The characters notice the balhannoth.*

When the PCs open the door to the dining hall, read:

Tables and benches fill this large room. Heaped on top of each are bones and viscera, with dissected bits of tentacles, eyes, and other body parts in evidence. Standing over the mess is a gaunt human wearing a leather apron over fine mail that gleams despite the bits of hair and blood that clings to the links. His eyes are wide and a black-toothed smile stretches wide across his dirty face.

When the PCs notice the balhannoth, read:

A knot of teeth, tentacles, and slimy tongue drops from the ceiling, reaching out to grab with its muscular appendages.

Balhannoth[MM4] **CR 10**

MM4 15
hp 147 (14 HD); **DR** 15/magic

CN Large aberration
Init +7; **Senses** blind, dweomersight 120 ft.; Listen +6, Spot +1
Aura dimensional lock

AC 21, touch 12, flat-footed 18
(–1 size, +3 Dex, +9 natural)
Immune gaze attacks, illusions, visual effects, any attack that relies on sight
SR 18
Fort +10, **Ref** +9, **Will** +12

Speed 50 ft. (10 squares), climb 50 ft.
Melee 2 slams +18 (2d6+9/19–20) and bite +13 (1d8+4)
Space 10 ft.; **Reach** 10 ft. (15 ft. with tentacle)
Base Atk +10; **Grp** +23
Atk Options Power Attack, constrict +1d8, improved grab
Special Actions antimagic grapple

Abilities Str 28, Dex 17, Con 23, Int 3, Wis 12, Cha 8
SQ camouflage
Feats Improved Critical (slam), Improved Initiative, Iron Will, Lightning Reflexes, Power Attack
Skills Climb +17, Hide +16, Jump +17, Listen +6, Move Silently +13, Spot +1

Dweomersight (Su) A balhannoth can sense the presence and position of magic auras within 120 feet of itself and knows the strength and school of each one. It can pinpoint the location of any creature with ongoing spells cast on it, carrying magic items, or otherwise using magic, and it can notice anything within the area of a magic effect (including its own dimensional lock aura). This ability otherwise functions as blindsense.

Dimensional Lock (Su) As the *dimensional lock* spell, 20-foot radius centered on the balhannoth, CL 10th. This effect moves with the creature.

Constrict (Ex) A balhannoth deals 1d8 points of damage with a successful grapple check, in addition to damage from its slam attack.

Improved Grab (Ex) To use this ability, a balhannoth must hit an opponent of up to Large size with a slam attack. It can then attempt to start a grapple as a free action without provoking attacks of opportunity. If it wins the grapple check, it establishes a hold and can constrict.

Antimagic Grapple (Su) When a balhannoth grapples an opponent, all the magical properties of that opponent's magic items are suppressed. In addition, a creature grappled by a balhannoth cannot cast spells or use spell-like or supernatural abilities. A balhannoth automatically suppresses magic items by holding or wearing them.

Camouflage (Ex) A balhannoth's skin changes color to match its surrounding. As a result, a balhannoth can use the Hide skill in any sort of terrain.

Klaus **CR 12**

CAd 10, *CAd* 81
hp 96 (12 HD)

Male changed human scout 4CAd/ranger 5/tempest 3[CAd]
CE Medium humanoid
Init +9; **Senses** Listen +14, Spot +12
Languages Common, Undercommon

AC 23, touch 17, flat-footed 19; Dodge, Mobility, Two-Weapon Defense, uncanny dodge
(+4 Dex, +2 class, +6 armor, +1 deflection)
SR 14 (good spells only)
Fort +12, **Ref** +13, **Will** +5

Speed 40 ft. (8 squares); Spring Attack

Melee *+2 longsword* +17/+12/+7 (1d8+6/19–20) or
Melee *+2 longsword* +16/+11/+6 (1d8+6/19–20) and *+1 short sword* +15/+10 (1d6+3/19–20)
Base Atk +11; **Grp** +15
Atk Options Combat Expertise, +4 bonus to confirm critical hits against creatures with good subtype, favored enemy (human) +2, skirmish (+1d6, +1 AC)
Combat Gear *potion of cure moderate wounds*
Ranger Spells Prepared (CL 2nd):
1st—*longstrider*

Abilities Str 18, Dex 18, Con 16, Int 13, Wis 14, Cha 10
SQ trackless step, trapfinding
Feats Aberration Blood (Tail)[LoM,B], Combat Expertise[B], Dodge[B], Endurance[B], Improved Initiative, Improved Two-Weapon Fighting, Mobility, Spring Attack, Track[B], Two-Weapon Defense, Two-Weapon Fighting[B]
Skills Balance +22, Climb +12, Escape Artist +10, Hide +20, Jump +20, Knowledge (dungeoneering) +8, Knowledge (geography) +6, Listen +14, Move Silently +20, Sleight of Hand +7, Spot +12, Survival +8 (+16 underground, +16 avoiding getting lost and hazards), Swim +9, Tumble +13, Use Rope +4 (+6 bindings)
Possessions combat gear plus *+2 mithral shirt, +2 longsword, +1 short sword, ring of protection +1, boots of elvenkind, cloak of elvenkind, gauntlets of ogre power*

Skirmish (Ex) When Klaus moves and ends his movement at least 10 feet from where he began, he gains a +1 bonus to AC and his attacks deal +1d6 points of damage. The extra damage does not apply to creatures immune to critical hits.

TACTICS

Klaus doesn't care if he takes the PCs alive or dead; he just wants to open them up and learn their secrets. The balhannoth, however, is tired of rotting meat and sees the PCs as a fresh meal.

Surprise Round: If none of the PCs detect the balhannoth, it gets surprise. It moves across the ceiling and drops to the floor when it gets a character in its reach.

Round 1: Klaus moves and attacks using a 2-point Combat Expertise and Spring Attack to hit one of the PCs and draw them back into the room. He uses the Dodge feat against any archers first.

The balhannoth attacks with its tentacles, targeting any invisible creatures first by using its dweomersight or arcane spellcasters if none are present.

Round 2+: Once the balhannoth gets a grapple, it spends its entire action on its victim. Klaus supports the monster by using Spring Attack and Combat Expertise to attack PCs attempting to rescue a grappled companion.

If Klaus takes 20 or more points of damage, he switches tactics and positions himself in front of the aberration so that he can make full attacks each round. So long as he's hitting at least half the time, he uses Combat Expertise to increase his AC by at least 2.

The balhannoth, upon killing its first victim, uses its tentacles to snatch Klaus's opponents and constrict them into pulp. Both it and Klaus fight to the death.

FEATURES OF THE ROOM

The room has the following features.

Rubble: Any space containing rubble counts as difficult terrain. Each space costs 2 squares of movement to enter and the DC for Move Silently and Tumble checks increases by +2.

Tables: Characters can hop up on a table by spending an extra square of movement. Against opponents on the floor, they gain a +1 circumstance bonus on attack rolls. The tables, however, are slippery. Characters moving on top of the tables must succeed on a DC 9 Balance check to move up to half their speed or a DC 14 Balance check to move up to their speed as a full action. Characters that fail by 5 or more fall prone.

Treasure: Hidden amongst the rubble on the northeastern side of the dining hall is the balhannoth's treasure. Finding these valuables requires a DC 15 Search check per item. The aberration's hoard includes 308 gp, a star ruby (1,000 gp), an *amulet of natural armor +1,* and a *stone of alarm.*

Friend or Foe?

Encounter Level 12

SETUP

The eye of flame (E) floats in the corridor where indicated on the tactical map. Its attention is on Shaintaira's (S) cell, so assume that its Listen and Spot check results are 23.

Listen Checks

DC 15 (–1 per 10 ft.) *Characters hear a faint singing coming from the depths of this area. It is clearly female, but the words are nonsense, punctuated with curses.*

Spot Checks

DC 27 (–1 per 10 ft.) *Characters notice the eye of flame.*

When the PCs notice the eye of flame, read:

A spheroid creature bristling with eyestalks hovers in the corridor. Plates of red chitin cover its body, giving it an armored look. In the center of its body blinks a single eye, red and angry.

Once Shaintaira joins the combat, read:

Appearing in your midst is a wide-eyed woman dressed in long, filthy, torn orange robes. She grips a flaming staff in both hands, her hair is a tangled mess—and you could swear you just saw a cockroach escape from the corner of her mouth to flee down her neck into the folds of her foul clothes.

Eye of Flame — CR 9

MP 193, *MM* 26
hp 114 (12 HD); **DR** 10/magic

Fire element[MP] gauth[LoM]
LE Medium elemental (augmented aberration, fire)
Init +6; **Senses** all-around vision, darkvision 60 ft.; Listen +18, Spot +18
Languages Beholder, Common, Ignan, Undercommon

AC 19, touch 12, flat-footed 17
(+2 Dex, +7 natural)
Immune critical hits, fire, flanking, paralysis, poison, sleep, stunning
Fort +9, **Ref** +6, **Will** +11
Weakness vulnerable to cold

Speed 5 ft. (1 square), fly 20 ft. (good); Flyby Attack
Melee bite +9 (1d6 plus 2d6 fire and burn)
Base Atk +9; **Grp** +9
Atk Options burn, fiery strike
Special Actions eye rays, stunning gaze

Abilities Str 10, Dex 14, Con 20, Int 18, Wis 13, Cha 18
SQ flight
Feats Ability Focus (stunning gaze), Agile Tyrant[LoM], Alertness[B], Flyby Attack, Improved Initiative, Iron Will
Skills Hide +16, Knowledge (arcana) +19, Knowledge (the planes) +19, Listen +18, Search +19, Spot +18, Survival +1 (+3 following tracks, +3 on other planes)

Burn (Ex) Creature struck by the eye of flame's bite attack or who successfully hit the eye of flame with a natural or unarmed attack must succeed on a DC 15 Reflex save or catch fire and burn for 1d4 rounds.
Fiery Strike (Ex) An eye of flame's natural attacks deal an extra 2d6 points of fire damage.
Eye Rays (Su) Each round, an eye of flame may fire all of its eye rays as a free action (ranged touch +11). It can fire only up to three rays at targets in any one 90-degree arc (up, forward, backward, left, right, or down). Each ray has a range of 100 feet.
Sleep: As the *sleep* spell, except no HD limit, Will DC 20 negates.
Inflict Moderate Wounds: As the *inflict moderate wounds* spell, 2d8+8 damage, Will DC 20 half.
Dispel Magic: As the targeted dispel function of the *dispel magic* spell. The check is 1d20+8.
Scorching Ray: As the *scorching ray,* except one ray deals 4d6 points of fire damage, no save.
Paralysis: Target paralyzed for 2d10 minutes, Fort DC 20 negates.
Exhaustion: As the *ray of exhaustion* spell, no save.
Stunning Gaze (Su) Stun for 1 round, 30 feet, Will DC 22 negates.
Flight (Ex) As the *fly* spell, except it grants a fly speed of 30 feet (perfect maneuverability). In addition, it grants the creature the benefit of a *feather fall* spell.

Shaintaira — CR 11

CM 70
hp 51 (11 HD)

Female changed human evoker 3/master specialist 8[CM]
CE Medium humanoid
Init +6; **Senses** Listen +1, Spot +1
Languages Abyssal, Beholder, Common, Draconic, Undercommon

AC 16, touch 13, flat-footed 14
(+2 Dex, +3 armor, +1 deflection)
Fort +5, **Ref** +5, **Will** +11

Speed 30 ft. (6 squares)
Melee *staff of fire* +6 (1d6)

Base Atk +5; **Grp** +5
Special Actions Fiery Burst, counterfire
Atk Options smite good (+12 damage)
Combat Gear *potion of cat's grace, potion of cure moderate wounds, staff of fire* (15 charges)
Wizard Spells Prepared (CL 11th; overcome SR 1d20+13 or 1d20+14 with evocation):
6th—*chain lightning* (CL 12th, DC 23) (2)
5th—*cone of cold* (CL 12th, DC 22), *feeblemind* (DC 21, –4 to arcane spellcaster), *teleport, wall of force* (CL 12th)
4th—*defenestrating sphere* (CL 12th, DC 21)[SC], *dimension door, explosive cascade* (CL 12th, DC 21)[SC], *greater invisibility, wall of fire* (CL 12th)
3rd—*dispel magic, displacement, fireball* (CL 12th, DC 20), *greater mage armor*[SC], *lightning bolt* (CL 12th, DC 20), *protection from energy*
2nd—*mirror image, protection from arrows, scorching ray* (CL 12th, ranged touch +7) (3), *web* (DC 17)
1st—*magic missile* (CL 12th) (4), *shield* (2), *true strike*
0—*detect magic, flare* (CL 12th, DC 17), *ghost sound* (DC 15), *read magic, resistance*
Barred Schools: necromancy and transmutation

Abilities Str 10, Dex 14, Con 14, Int 20, Wis 13, Cha 8
SQ minor school esoterica, moderate school esoterica
Feats Aberration Blood (Segmented Eyes)[LoM], Combat Casting, Fiery Burst[CM], Greater Spell Focus (evocation)[B], Improved Initiative, Scribe Scroll[B], Skill Focus (Spellcraft)[B], Spell Focus (evocation)[B], Spell Penetration
Skills Concentration +16 (+20 cast defensively), Decipher Script +19, Knowledge (arcana) +19, Knowledge (geography) +19, Knowledge (history) +19, Knowledge (the planes) +19, Listen +1, Search +8, Spellcraft +24, Spot +1, Survival +1 (+3 on other planes, +3 avoid hazards and getting lost)
Possessions combat gear plus *ring of protection +1, bracers of armor +3, headband of intellect +2,* robes, spell component pouch, a gray pearl (100 gp, *defenestrating sphere*)
Spellbook Black Elomiir holds her spellbook in area 16.

Fiery Burst (Sp) As long as Shaintaira has a fire spell of 2nd level or higher available to cast, she can create a 5-foot burst of fire at a range of 30 feet as a standard action. This burst deals 1d6 points of fire damage per level of the highest fire spell she has available to cast. The save DC is equal to 15 + the level of the spell.
Counterfire (Sp) When a visible enemy within 60 feet targets Shaintaira with a ranged attack or spell, she can release a glowing arrow of force up to five times per day as an immediate action (ranged touch +7). On a hit, the arrow deals 2d6 points of damage.
Minor School Esoterica (Ex) Cast evocation spell, gain a +4 bonus on Concentration checks.
Moderate School Esoterica (Ex) Cast evocation spell, gain resistance 20 to any one energy type that matches a descriptor used by the spell she just cast.

TACTICS

The eye of flame fights on its own and does not work with Shaintaira. In fact, finding her out of her cage makes her a target as well (only nonlethal attacks). Shaintaira, on the other hand, wants to protect the beholder and uses her spells only against the PCs.

Round 1: The eye of flame uses Spring Attack to deliver a fiery bite, while blasting the PCs with its eye rays. It uses sleep against warriors, paralysis against rogues and rangers, and exhaustion on divine casters.

Shaintaira hears the battle and casts *greater invisibility.*

Round 2: The eye focuses its stunning gaze against the closest PC, using the same eye rays as in round 1.

Shaintaira casts *teleport* to help the eye of flame.

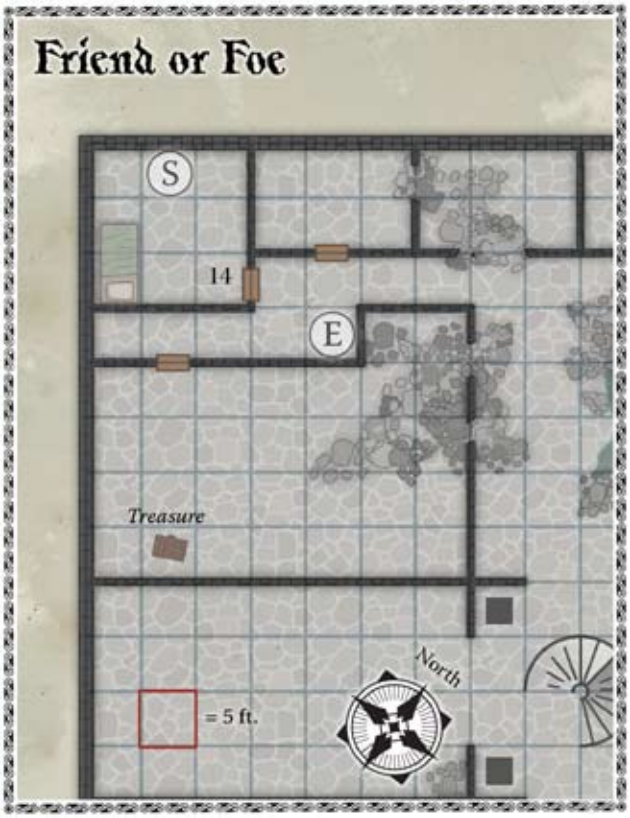
Round 3+: The beholder continues its barrage against the PCs. If it notices Shaintaira is present, it uses its paralysis ray on her. The eye of flame fights to the death.

Features of the Area

This area has the following features.

Rubble: Any space containing rubble counts as difficult terrain (*PH* 148).

Treasure: A DC 20 Search check reveals that a pile of rotten corpses (see the map) conceals 140 pp, one fire opal (1,000 gp), and a *+1 heavy mace.*



Hall of Reflection

Encounter Level 12

SETUP

The helmed horrors (H) hover where shown on the tactical map. The mind flayers (M) are hiding. If not detected, place them after the PCs place their miniatures.

Spot Checks

DC 20 (–1 per 10 ft.) *Characters notice the mind flayers emerging from around the pillars.*

When the PCs see the mind flayers, read:

Emerging from behind the pillars is a terrible mind flayer with blistered skin. Dressed in flowing black robes trimmed in gleaming silver, it raises one hand, its tentacles quivering, and a thundering wave of psychic energy rolls across you.

2 Helmed Horrors[LE] — CR 8

LE 175
hp 104 (13 HD); rapid repair

NE Medium construct
Init +6; **Senses** see invisible; Listen +15, Spot +15
Languages understands Common and Undercommon

AC 26, touch 15, flat-footed 24
(+2 Dex, +11 armor, +3 deflection)
Immune construct immunities, *fireball, ice storm, lightning bolt, magic missile*
Fort +6, **Ref** +6, **Will** +7

Speed 30 ft. (6 squares), air walk 30 ft.
Melee mwk greatsword +16/+11 (2d6+7/17–20) or
Ranged heavy crossbow +11 (1d10/19–20)
Base Atk +9; **Grp** +14
Atk Options weapon power

Abilities Str 20, Dex 15, Con —, Int 13, Wis 16, Cha 16
Feats Great Fortitude, Improved Critical (greatsword), Improved Initiative, Improved Toughness, Weapon Focus (greatsword)
Skills Diplomacy +5, Listen +15, Search +13, Sense Motive +15, Spot +15, Survival +3 (+5 following tracks)
Possessions masterwork greatsword, heavy crossbow with 10 bolts

Rapid Repair (Ex) A helmed horror cures 1 point of damage for each full hour it rests so long as it has at least 1 hit point.
See Invisible (Su) As the *see invisibility* spell, always active, caster level 13th.
Air Walk (Su) As the *air walk* spell, always active, CL 13th.
Weapon Power (Su) As a free action, a helmed horror can imbue its greatsword with magical power. Roll 1d10 to determine its property. 1–3, none; 4, flaming; 5, flaming burst; 6, frost; 7, shock; 8, shocking burst; 9, speed; 10, thundering. See *DMG* for effects.

2 Mind Flayers — CR 8

MM 186
hp 44 each (8 HD)

CE Medium aberration
Init +6; **Senses** darkvision 60 ft.; Listen +11, Spot +11
Languages Undercommon; telepathy 100 ft.

AC 15, touch 12, flat-footed 13
(+2 Dex, +3 natural)
SR 25
Fort +3, **Ref** +4, **Will** +9

Speed 30 ft. (6 squares)
Melee 4 tentacles +8 (1d4+1)
Base Atk +6; **Grp** +7
Atk Options extract, improved grab
Special Actions mind blast
Psionics (CL 8th):
At will—*charm monster* (DC 17), *detect thoughts* (DC15), *levitate, plane shift, suggestion* (DC 16)

Abilities Str 12, Dex 14, Con 12, Int 19, Wis 17, Cha 17
Feats Combat Casting, Improved Initiative, Weapon Finesse
Skills Bluff +11, Concentration +11 (+15 casting on the defensive), Diplomacy +7, Disguise +3 (+5 acting), Hide +10, Intimidate +9, Knowledge (dungeoneering) +12, Listen +11, Move Silently +10, Sense Motive +7, Spot +11, Survival +3 (+5 underground)

Extract (Ex) A mind flayer that begins its turn with all four tentacles attached and that makes a successful grapple check automatically extracts the opponent's brain, instantly killing that creature. This power is useless against constructs, elementals, oozes, plants, and undead. It is not instantly fatal to creatures with multiple heads.
Improved Grab (Ex) To use this ability, a mind flayer must hit a Small, Medium, or Large creature with its tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and attaches the tentacle to the opponent's head. A mind flayer can grab a Huge or larger creature, but only if it can somehow reach the foe's head.

If a mind flayer begins its turn with at least one tentacle attached, it can try to attach its remaining

tentacles with a single grapple check. The opponent can escape with a single successful grapple check or an Escape Artist check, but the mind flayer gets a +2 circumstance bonus for every tentacle that was attached at the beginning of its opponent's turn.

Mind Blast (Sp) 60-ft. cone, at will, stun for 3d4 rounds, Will DC 17 negates. The save DC is Charisma-based. This ability is the equivalent of a 4th-level spell.

TACTICS

The helmed horrors do not choose sides since they see the mind flayers and PCs both as intruders. Instead, they attack each group, focusing on the closest opponent at a time. The mind flayers seek to create enough chaos and confusion to attract the attention of Elomiir and his minions on the level above.

Surprise Round: The mind flayers use *mind blast*. If possible, they layer their attacks to hit the PCs twice.

Round 1+: The mind flayers use their *mind blasts* again, but move to keep the PCs between themselves and the constructs.

The helmed horrors charge the closest creature that isn't a helmed horror, activating their weapon power as they attack.

A mind flayer reduced to 10 hit points or less uses *plane shift* to travel to the Astral Sea. The helmed horrors fight until reduced to 5 hit points, at which point they withdraw to the room's farthest corners to begin their repair. If followed, the helmed horrors fight to the death.

DEVELOPMENT

Sounds of combat here attract the attention of Black Elomiir and his cronies in area 16. The round after Elomiir hears fighting, he sends the grell philosopher down to deal with the intruders through a hole in the floor.

Features of the Area

The area has the following features.

Collapsed Floor: Holes in the floor offer easy passage down to Level 2. A fall deals 2d6 points of damage. Characters standing in a square adjacent to a hole have a 50% chance of triggering a weak floor trap (see page 15).

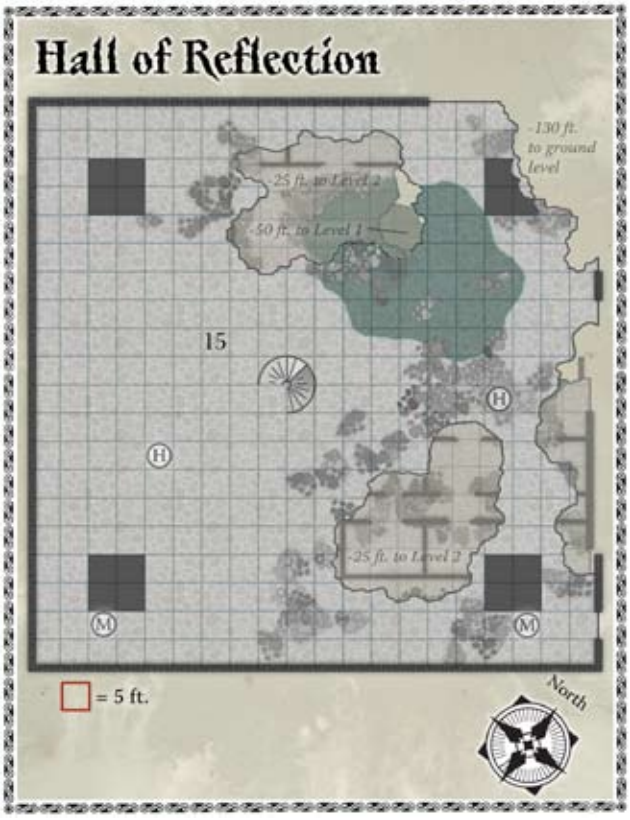
Pillars: The pillars (10-ft. thick; hardness 10; 900 hp/10-ft.-by-10-ft. section; break DC 70; climb DC 22) provide total cover to creatures standing behind them. The pillars are each 25-feet tall and 10-feet wide. Three of the four pillars support the ceiling.

Rubble: Any space containing rubble counts as difficult terrain (*PH* 148).

Waterfall: See area 8 (page 19) for details.

Treasure: Most of the papers and books once found here have walked off in the sacks and backpacks of other thieves or have rotted away. Still, a few treasures are hidden in the mess. Each successful DC 25 Search check (regardless of where the PCs search) turns up one of the following items:

- Blue pouch containing 14 pp
- A small coffer containing 180 pp
- A sack with 581 gp
- A small chest buried beneath rubble holding 5,202 sp
- A velvet bag with two black pearls (500 gp) and a blue sapphire (1,000 gp)
- An old leather tome that describes the rise of Bael Turath (worth 1,000 gp)
- A bundle of letters recounting the war between the gods and the primordials (worth 1,000 gp for the set)
- A bone scroll tube containing an arcane scroll of *dimensional lock* and *fireball*
- A black wooden scroll case containing a divine scroll of *greater restoration*
- *+1 silver dagger*
- *Bracers of great collision*[MIC] (or, 1,500 gp if no *Magic Item Compendium*)



Divine Conduit

Encounter Level 14

SETUP

Black Elomiir (B) stands on the edge of the carpet, pink tendrils of animated wool caressing his boots. To either side of him stand two destrachans (D), and on the other side of the waterfall is a heap of flesh known as the Feaster (F). Only place the Feaster if it's spotted. Sounds of combat in area **15** may have drawn the grell philosopher (P) to investigate. If not, the grell is positioned where indicated.

Spot Checks

DC 15 (–1 per 10 ft.) *Characters notice the Feaster. Place its miniature on the map.*

When the PCs enter this area, read:

Standing on the edge of a tattered pink rug is an attractive elven warrior dressed in fine mithral chainmail. He wears a battered heavy shield on his left arm that bears a grinning skull with gemstones for eyes, and he holds a gleaming longsword in his right hand. Something about him, though, is off. The way he tests his weight suggests something inhuman, and the wideness of his mouth, the dark circles beneath his eyes, and the unsightly wen on his neck combine to make him fearsome.

Standing to either side of the warrior are two reptilian creatures, stooped, eyeless, and with overlarge tube-shaped maws.

If the grell philosopher is present, read:

Hovering to the side is a floating brain that trails a nest of writhing tentacles. A beak, nestled in calloused gray matter, clacks with excitement.

When the PCs notice the Feaster, read:

A huge heap of glistening flesh, beaded with moisture from the waterfall, has streaks of filth and old blood along its quivering sides. It lurches about, squirting small streams of filth into the air.

Black Elomiir — CR 12

BV 186
hp 106 (12 HD); fast healing 6; **DR** 10/good

Male corrupted[BV] elf fighter 8/blackguard 4
CE Medium humanoid
Init +2; **Senses** darkvision 60 ft.; Listen +3, Spot +3
Aura despair (10 ft.)
Languages Common, Elven

AC 26, touch 12, flat-footed 24
(+2 Dex, +7 armor, +3 shield, +4 natural)
Immune acid, sleep
Fort +18, **Ref** +10, **Will** +9

Speed 30 ft. (6 squares)
Melee *+2 adamantine longsword* +20/+15/+10 (1d8+8/17–20)
Base Atk +12; **Grp** +18
Atk Options Cleave, Combat Reflexes, Great Cleave, Improved Sunder, Power Attack, Vexing Flanker, disruptive attack (melee touch +16, 6 points of vile damage), smite good 1/day (+4 attack, +4 damage), sneak attack +1d6
Special Actions command undead 7/day (+4, 2d6+6, 2nd)
Combat Gear *potion of cure serious wounds, potion of heroism, potion of shield of faith +2*
Blackguard Spells Prepared (CL 4th):
2nd—*eagle's splendor*
1st—*corrupt weapon, cure light wounds*
Spell-Like Abilities (CL 4th):
At will—*detect good*

Abilities Str 18, Dex 14, Con 16, Int 10, Wis 12, Cha 18
SQ able to notice secret doors, moderate aura of evil, poison use
Feats Aberration Blood (Flexible Limbs)[LoM,B], Cleave[B], Combat Reflexes[B], Great Cleave, Greater Weapon Focus (longsword)[B], Improved Critical (longsword), Improved Sunder, Power Attack, Vexing Flanker[PH2], Weapon Focus (longsword)[B], Weapon Specialization (longsword)[B]
Skills Concentration +7, Hide +5, Intimidate +11, Knowledge (nobility) +3, Knowledge (religion) +2, Listen +3, Search +2, Spot +3
Possessions combat gear plus *+2 elven chain, +1 heavy steel shield, +2 adamantine longsword, cloak of resistance +1, gauntlets of ogre power,* filthy clothing, belt pouch containing 115 gp

Vexing Flanker (Ex) Black Elomiir gains a +4 bonus on attacks when flanking instead of the normal +2.

Feaster — CR 7

hp 138 (12 HD)

Advanced elite otyugh

NE Huge aberration
Init +0; **Senses** darkvision 60 ft., scent; Listen +10, Spot +10
Languages Common

AC 19, touch 8, flat-footed 19
(–2 size, +11 natural)
Fort +10, **Ref** + 4, **Will** +11

Speed 30 ft. (6 squares)
Melee 2 tentacles +14 (1d8+6) and bite +11 (1d8+3 plus disease)
Space 15 ft.; **Reach** 15 ft. (20 ft. with tentacle)
Base Atk +9; **Grp** +23
Atk Options constrict 1d8+6, disease, improved grab

Abilities Str 22, Dex 10, Con 23, Int 4, Wis 16, Cha 6
Feats Alertness, Improved Initiative, Improved Toughness, Multiattack, Weapon Focus (tentacle)
Skills Hide –7 (+1 in lair), Listen +10, Spot +10

Constrict (Ex) Feaster deals 1d8+6 points of damage on a successful grapple check.
Disease (Ex) Filth fever—bite, Fortitude DC 22, incubation period 1d3 days, damage 1d3 Dex and 1d3 Con. The save DC is Constitution-based.
Improved Grab (Ex) To use this ability, Feaster must hit an opponent of any size with a tentacle attack. He can then attempt to start a grapple as a free action without provoking an attack of opportunity. If he wins the grapple check, he establishes a hold and can constrict.

Grell Philosopher — CR 9

MM2 121
hp 72 (14 HD)

Grell wizard 9
NE Medium aberration
Init +7; **Senses** blindsight 60 ft.; Listen +5, Spot +5
Languages Grell; understands Abyssal, Common, Draconic, and Undercommon

AC 23, touch 14, flat-footed 20
(+3 Dex, +4 *mage armor,* +1 deflection, +5 natural)
Immune electricity, gaze attacks, illusions, paralysis, visual effects, and any attack that relies on sight
Fort +6, **Ref** +7, **Will** +11

Speed 5 ft. (1 square), fly 30 ft. (perfect); Flyby Attack
Melee 10 tentacles +10 (1d4+2 plus paralysis) and bite +5 (1d6+1)
Space 5 ft.; **Reach** 5 ft. (10 ft. with tentacle)
Base Atk +7; **Grp** +9
Atk Options constrict 1d6+1, expert grappler, improved grab, paralysis
Special Actions Sudden Widen, *lightning lance*
Combat Gear *lightning lance*
Wizard Spells Prepared (CL 9th):
5th—*dominate person* (DC 19)
4th—*dimension door, enervation* (ranged touch +10), *greater invisibility*
3rd—*dispel magic, displacement, ray of exhaustion* (ranged touch +10, DC 17), *wind wall*
2nd—*false life, mirror image, protection from arrows, scorching ray* (ranged touch +10), *see invisibility*
1st—*mage armor*†, *ray of enfeeblement* (ranged touch +10) (2), *shield, true strike*
0—*detect magic, mage hand, prestidigitation, read magic*
† already cast

Abilities Str 14, Dex 17, Con 14, Int 18, Wis 13, Cha 12
SQ flight, summon familiar (none)
Feats Combat Casting, Flyby Attack, Grell Alchemy[LoM], Improved Initiative, Scribe Scroll[B], Sudden Widen[CAr,B], Weapon Finesse
Skills Concentration +11 (+15 casting defensively), Hide +9, Knowledge (arcana) +13, Knowledge (dungeoneering) +13, Knowledge (nature) +13, Listen +5, Move Silently +9, Spellcraft +15, Spot +5, Survival +1 (+3 underground, +3 in aboveground natural environments)
Possessions combat gear plus *ring of protection +1, amulet of intellect +2* (as *headband of intellect +2*), *amulet of natural armor +1, bracers of Dexterity +2* (as *gloves of Dexterity +2*), spellbook, spell component pouch
Spellbook spells prepared plus 0—all cantrips; 1st—*chill touch, color spray, hypnotism, magic missile, protection from good, silent image*; 2nd—*glitterdust*; 3rd—*lightning bolt, protection from energy;* 4th—*crushing despair, rainbow pattern;* 5th—*hold monster*

Constrict (Ex) A grell philosopher deals 1d6+1 points of damage on a successful grapple check.
Expert Grappler (Ex) A grell philosopher that chooses to grapple with one tentacle and remain ungrappled itself takes only a –10 penalty on its grapple checks instead of the normal –20 penalty.
Improved Grab (Ex) To use this ability, a grell philosopher must hit an opponent of Medium or smaller size with a tentacle attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity. If it wins the grapple check, it establishes a hold and can constrict.
Paralysis (Ex) Creatures hit by a grell philosopher's tentacle attack must succeed on a DC 15 Fortitude save or be paralyzed for 2d4 rounds. The save DC is Constitution-based and includes a –4 racial penalty.
Creatures struck by multiple tentacle attacks in the same round do not make multiple saving throws; instead, they make a single saving throw, but the DC increases by 1 for every additional tentacle that hits during the same round.
Grell Alchemy (Ex) A grell philosopher can use grellcraft to create *lightning lances* (*LoM* 114).
Sudden Widen (Ex) Once per day, a grell philosopher may apply the effects of the Widen Spell metamagic feat to any one spell it casts as a free action and with-

out altering the effective level of the spell.

Lightning Lance (Item) Five times per day, ranged touch +10, 3d6 points of electricity damage. In the hands of anyone other than a grell, using this item requires a successful DC 25 Use Magic Device check.

Flight (Ex) As the *fly* spell, except it grants a fly speed of 30 feet with perfect maneuverability. In addition, the grell benefits from a *feather fall* spell with a personal range.

2 Destrachans **CR 8**

hp 60 each (8 HD)

NE Large aberration
Init +5; **Senses** blind, blindsight 100 ft.; Listen +25, Spot +4
Languages understands Common

AC 18, touch 10, flat-footed 17; Dodge (–1 size, +1 Dex, +8 natural)
Immune gaze attacks, illusions, visual effects, and other attack forms that rely on sight
Fort +5 **Ref** +5, **Will** +10; +4 against sonic effects

Speed 30 ft. (6 squares)
Melee 2 claws +9 (1d6+4)
Space 10 ft.; **Reach** 5 ft.
Base Atk +6; **Grp** +14
Special Actions destructive harmonics

Abilities Str 18, Dex 12, Con 16, Int 12, Wis 18, Cha 12
Feats Dodge, Improved Initiative, Lightning Reflexes
Skills Hide +8, Listen +25, Move Silently +7, Spot +4, Survival +9

Destructive Harmonics (Su) A destrachan can blast sonic energy in a cone up to 80 feet long. It can also use this attack to affect any creatures or objects within a 30-foot radius. It can tune the harmonics of this destructive power to affect different types of targets.

Flesh: Disrupting tissue and rending bone, this attack deals 4d6 points of damage to all within the area (Reflex DC 15 half).

Nerves: A destrachan can focus its harmonics to knock out foes rather than slay them. This attack deals 6d6 points of nonlethal damage to all within the area (Reflex DC 15 half).

Material: When using this form of harmonics, a destrachan chooses wood, stone, metal, or glass. All objects made of that material within the area must succeed on a DC 15 Fortitude save or shatter. Objects (or portions of objects) that have up to 30 hit points are potentially affected by this attack.

TACTICS

The Stormcrows' leader has changed the most, having been in proximity to the relic the longest. While the *Tear's* touch has left a stamp on all of the adventurers, it has erased nearly all of the warrior's memories, leaving behind an empty husk filled only with utter darkness.

Round 1: The destrachans use their flesh-destroying harmonics against the largest groups of PCs within range, being careful not to hit the Feaster. The grell philosopher, if present, opens by casting *greater invisibility* and moves over a hole in the floor. Black Elomiir casts *eagle's splendor* to increase all of his saves by +2. Finally, the Feaster moves 5 feet and uses its great reach to snatch a PC and grapple her, dragging her through the waterfall.

Round 2+: The destrachans continue using their destructive harmonics to deal damage to the PCs, while Elomiir maneuvers around the battlefield shattering weapons (benefiting from his own adamantine weapon) or by working to get flanks with his allies. The Feaster slowly closes in on the combat, using its tentacles to snatch PCs, while the grell controls the battlefield by dominating one of the PCs using *dominate person*, weakening spellcasters with *enervation*, and finally by providing covering with *scorching ray*. All of the creatures here fight to the death.

Features of the Area

The area has the following features.

Collapsed Floors: Much of this level's floor has collapsed into the lower levels. A fall to the level below deals 2d6 points of falling damage, while falling two levels down deals 5d6 points of damage. Characters standing in any square adjacent to a hole have a 50% chance of triggering a weak floor trap (see page 15).

Dais: Characters standing on the dais gain a +1 bonus on attack rolls when wielding melee weapons against opponents below the dais.

Filthy Carpet: Leading up to the dais is a sun-bleached rug, stained and torn. It, like everything else up here, is touched by the *Tear's* power and it pulls at people who walk across it. Any character that starts its turn in a space containing filthy carpet must succeed on a DC 10 Strength check or lose a move action to free themselves from the rug.

Iron Chair: A character standing behind the iron chair gains cover. On the chair's seat rests Shaintaira's spellbook.

Rubble: Any space containing rubble counts as difficult terrain (*PH* 148).

Scorch Marks: The scorch marks on the floor hold the very essence of the Far Realm even after all these centuries. Any living creature that's not an aberration or who doesn't have the Aberration Blood feat and starts

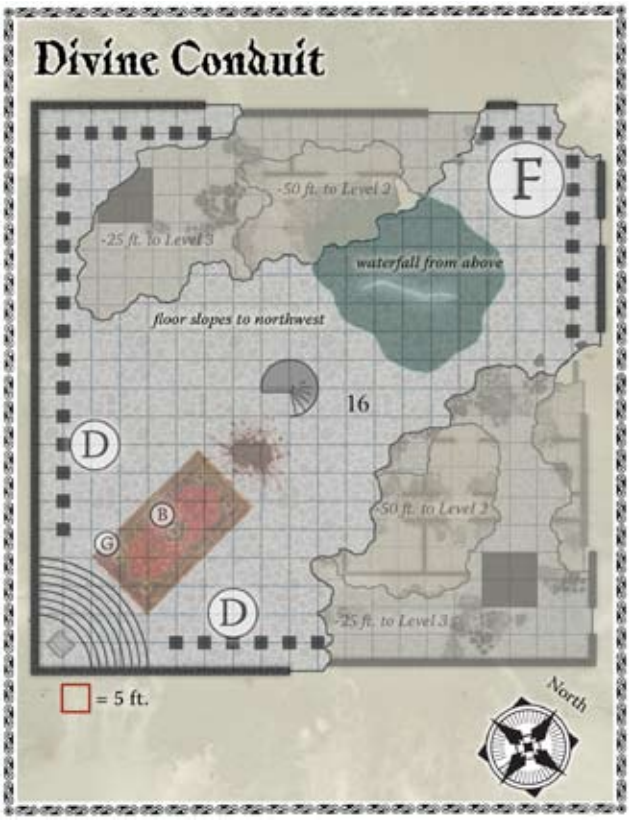
its turn in a space containing scorch marks must succeed on a DC 15 Will save or become confused (*PH* 306) for 1 round. A character that succeeds on this save is immune to the scorch marks' effects for 24 hours.

Slope: The floor leans to the west where the waters hit the surface. Moving through any square adjacent to where the water impacts costs 2 squares of movement. A character that succeeds on a DC 10 Balance check may move at normal speed through these squares, but failure by 5 or more means the character falls and slides 1 square to the west.

Waterfall: The waterfall imposes a –10 penalty on all Listen checks. A character standing beneath the waterfall takes 1d6 points of nonlethal damage and must succeed on a DC 20 Balance check or be knocked prone. Characters that fall prone must also succeed on a DC 15 Reflex save or be washed over the edge to fall 250 feet and take 20d6 points of damage when they land. The water at the bottom is not deep enough to break the fall.

Treasure: Inside the Feaster's gullet is an assortment of valuables left by creatures it has digested. Cutting open the Feaster requires dealing 25 points of damage against an AC 14. Once opened, searchers uncover 1,200 gp, a fist-sized golden yellow topaz (750 gp), an iron scroll tube containing a divine scroll of *cure serious wounds,* and a *wand of invisibility* (10 charges).

In addition, Elomiir carries Shaintaira's spellbook (see area 14), which includes all the spells she has prepared plus 0—all except necromancy and transmutation; 1st—*burning hands, disguise self, grease, shocking grasp;* 2nd—*blur, continual flame, locate object;* 4th—*crushing despair, fire shield;* 5th—*Rary's telepathic bond, sending.*



Witching Season

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Based on the original Dungeons & Dragons® game by E. Gary Gygax and Dave Arneson and on the new edition of the Dungeons & Dragons game designed by Jonathan Tweet, Monte Cook, Skip Williams, Rich Baker, and Peter Adkison.

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"Witching Season" is a horror-themed Dungeons & Dragons adventure set in a remote village beset by hags. It is suitable for four 6th-level characters.

WHAT YOU NEED TO PLAY

"Witching Season" makes use of the *Player's Handbook* (*PH*), *Dungeon Master's Guide* (*DMG*), and *Monster Manual* (*MM*). Aside from these three core books, the adventure also makes use of rules presented in the *Tome of Magic* (*TM*) and *Dungeon Master's Guide II* (*DMG2*), the specific details of which are presented within the adventure for ease of play.

"Witching Season" takes place in an insular human village on the marshy edges of civilization, but beyond that the exact location is left vague to allow the DM to drop the settlement into a preexisting campaign with as little work as possible.

ADVENTURE BACKGROUND

Thirty years ago, the town of Aurasburg was terrorized by a covey of hags based out of a nearby swamp. After years of terror punctuated by disappearances, unthinkable sacrifices, and the occasional gory murder, the townspeople finally cornered one of the hags (Rann) on her dilapidated boathouse and set fire to it. Groa, the covey leader, retreated back into the swamp with the bestial annis, known in local legend as Lonni Longshanks, all the while cursing the loss of her "littlest sister." Groa did not mourn Rann's loss because of any attachment to the sea hag, but rather because of the loss of her own power caused by the breaking of her covey. Still Groa bided her time to exact revenge on the townsfolk, awaiting the day the perfect replacement would present herself.

Groa possesses a magic jewel called the *sea hag's pearl*. With this pearl she can turn an ordinary female human sorcerer into a hag, just as she had done with Rann. Only recently, though, did she discover young Autumn Wren. Autumn's half-elf ancestry made her conspicuous in the isolated human community even before she started developing arcane powers. Groa has increased the locals' suspicions about Autumn being a dangerous witch by subtly bringing misfortune and terror to those with which the half-elf has regular contact. By the time the characters arrive, Autumn has gone into hiding, afraid for her life, and a posse has been formed to hunt her down and try her as a threat to the community. Meanwhile, Groa has been waiting to greet her newest sister.

ADVENTURE SYNOPSIS

The characters have the opportunity to prevent the lynching of a local potter, Sadel Claywheel, Autumn's foster mom. A grateful Sadel asks the characters to help Autumn whom she has sent into hiding at an old mine entrance south of town. From there, the PCs may encounter some ogres bent on killing villagers who seek out Autumn, a cantankerous old fisherman and his ghostly "wife," a sunken riverboat with its nearby fiendishly old crocodile, a hovel that hides a hag named Lonni, and finally a trip to the Sinking Tower, where they may find and rescue Autumn from her terrible fate.

ADVENTURE HOOKS

"Witching Season" is set in an isolated village and the wilderness around it, so DMs have a lot of options regarding how to get the characters involved.

A Plea: One or more of the PCs may be native to the region or familiar with Sadel, Autumn, and the hag legends surrounding the area. As a result, Autumn may have tried to seek out the PCs, thinking that their broader range of experience would allow them to see the folly of the villagers, only to fail and then run. In this case, perhaps one of the wiser villagers (not Sadel) approaches the PCs with a note or word that Autumn was seeking them out for assistance.

BEING SCARY

"Witching Season" is meant to be frightening adventure that involves horrific revelations, spooky atmosphere, gruesome murder, and madness. The following are a couple of suggestions for how to maintain the fright all through the adventure.

Break It Up a Bit: Horror is best served in short, frantic, concentrated doses interspaced with a little "down time." A lot of this comes down to timing something that individual DMs will have to figure out based on their group's, and their own, style of play. Try breaking up the horror with standard "random encounters" that somehow tie to the themes of the module. Rampaging ogres not aligned with Groa; ghostly victims of Lonni; village witch hunters; normal wicker dolls in the likeness of the characters left by the roadside; individual or small groups of spying fiendish crows (foreshadowing the murder the characters face in encounter A5); and traps set by poachers—all of these are possible encounters that seem standard on the surface, but also highlight some of the reoccurring themes of the adventure.

Descriptions: Players know that when you as a DM describe something in detail, it is usually important and worth their while to be cautious about, but that if the DM glosses over something, it probably isn't. Mix that formula up a bit and keep your players guessing. This is not to say that you should try to trick the characters into fearing, attacking, or following harmless butterflies you may have been overly prosaic about, but rather that you should try to describe environments, items, and creatures in an evocative style using as many senses as you can bring to bear in your description. Vary your length based on theme and mood.

For instance it is probably a good thing to get across the idea that going to the witches' hovel (area A5) might mean death, hence there are a lot of allusions to death in its description (its corpse color, the smell of rot, all the fungus, and the fact that even sunlight is washed out here). However, if that description comes out of nowhere, the players will know that they are in a module encounter. It is better to overlay the previous encounters with similar descriptions of objects (whose only worth to the story you are telling might be symbolic such as in the case of a broken bit of Sadel's pottery, the wicker dolls, the subtle bigotry of the townsfolk, and so on . . .).

Likewise it is better if you familiarize yourself with the text you will be reading aloud before the adventure begins, putting it into your own words so that when the encounter begins you can just drop it into the flow of play naturally.

Special Rules: Groups that have access to Unearthed Arcana or the Call of Cthulhu d20 RPG might wish to include the optional sanity rules presented there, which can add an additional element of danger to the adventure. Likewise places such as the Sinking Tower and the witches' hovel might be prime locations for using the taint rules also described Unearthed Arcana.

Theatrics: Using indirect lighting and low creepy music around the game table can also help set the mood for a scary adventure.

Roleplaying in the Village: The use of body language and gestures can bring across the isolation that outsiders might endure in Aurasburg in ways more evocative than just saying: "the people here don't like you." Try this whenever you as the DM take on the role of a villager speaking to a nonhuman, half-human, or otherwise strange-looking PC: avoid eye contact. Give abbreviated responses. Mime out getting back to whatever it was the NPC was doing when the player character interrupted them. And when the PCs leave, put the tips of your thumbs and index fingers together in front of your chest palms out, forming a diamond shape and then pull them apart. Quick-eyed PCs who make a Knowledge (religion) check (DC 10) recognize the sign for what it is: a superstitious hand gesture for warding off evil. When speaking with a human PC, the town NPCs are friendlier: They make eye contact, and even chat a bit. If, however, they see not-so-human PCs in the vicinity, they often look over to them to see what they are up to. They try to cut the conversation short, making the hand gesture as detailed before.

Hunters: Alternatively, Hagel Hansford, a middle-aged wheat farmer and town leader, might recruit the party to help hunt the "witch." Hagel is put off by the idea of hiring adventurers (especially outsiders or non-humans), but offers to pay 100 gp to each member of the group if they succeed in returning Autumn for trial or if they figure out a way to put an end to the misfortune afflicting the community.

Aurasburg (village): Conventional; AL LN; Spending limit 141 gp; Assets 2,940 gp; Population 421; Isolated (human 99%, other 1%).

Authority Figures: Earl Eldon Corromat (NG male human aristocrat 2); Hagel Hansford (LG male human commoner 6), village leader.

Important Characters: Autumn Wren (NG female half-elf sorcerer 2), potter's assistant; Gelou Colnias (N male human warrior 2), baker's son/local tough; Sadel Claywheel (NG female human expert 3) potter; Gahreg, Thich, and Wolv (N male human warrior 2), local toughs.

INVESTIGATION

The PCs have several avenues of investigation to use to solve the mysteries currently surrounding Aurasburg. Below is a list of topics for which clues can be found. The topics are followed by an information guide organized by check type and DC. DMs should certainly allow good roleplaying to take precedence over making a series of dice rolls when it comes to learning information, though.

Note: Characters that are obviously nonhuman or who openly consort with nonhumans receive a –4 penalty on Gather Information checks inside the insular town. When a character makes a skill check, the lore revealed on a given topic includes the information from lower DCs of that particular check.

Aurasburg/Nameless Swamp

Knowledge (geography)

DC	Result
12	Nameless Swamp is a stretch of marshland to the east of Aurasburg in territory commonly thought of as wilderness. The ogre hills to the north and the Aura River to the west and south border the mire.

Knowledge (history)

DC	Result
11	Aurasburg is a small isolated human farming village on the edge of civilization. It and the many other small communities along the Earl's Road were founded nearly two hundred years ago by a group of human colonists from a nearby fief. Nominally the town is part of the domain ruled over by the young Earl of Corromat, who lives in a keep town to the north that was named in his honor.
12	Nameless Swamp is named such because for a long time it was considered bad luck to invoke its true name. Eventually the real name was forgotten.
16	Several centuries before, a great empire claimed the area around the Nameless Swamp region as part of its domain. The empire receded after several generations, which allowed the wilderness to reassert itself. The area is rife with superstition and the locals are very insular.
17	Nameless Swamp was once a haven for dark druidic rites involving human sacrifice, cannibalism, and worse.
21	Before the coming of the empire, dark druidic rites were performed at several locations in the region. These rites involved human sacrifice, cannibalism, and worse, or so the anecdotal accounts of the ancient imperial scholars suggest.

Knowledge (local)

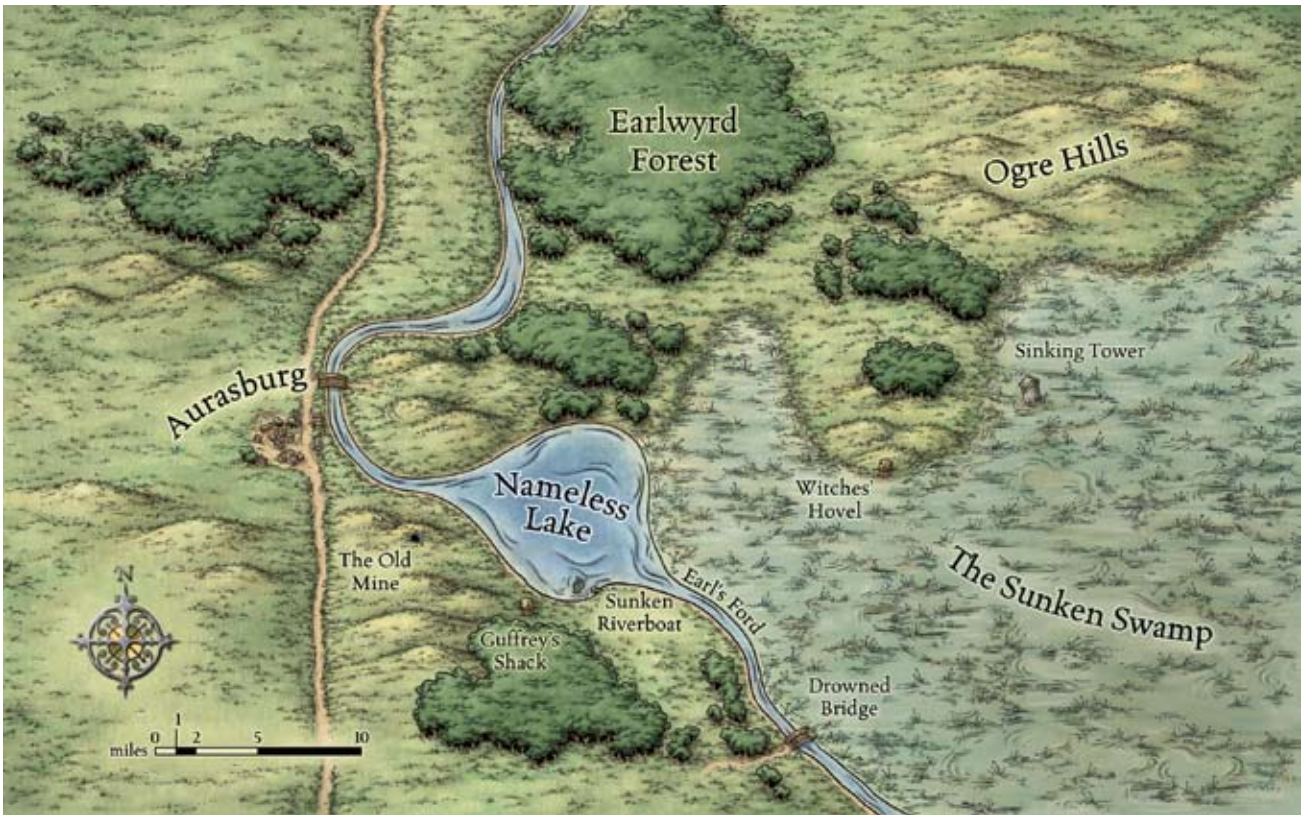
DC	Result
20	The swamp is home to a particularly dangerous and cunning giant crocodile known to local fishermen as Old Pete.

Knowledge (nature)

DC	Result
13	Secretive elves and fey live in the forest that humans call Earlwyrd.
17	The Nameless Swamp is home to all sorts of evil. Even the animals seem hostile. To the north, in the aptly named Ogre Hills, wandering bands of carnivorous giants (ogres, trolls, and hill giants mainly) abound.

Autumn and Sadel's Home

Autumn and Sadel both live above their shop along the town's main thoroughfare. Autumn sleeps in an unremarkable loft area that contains a large number of charcoal drawings. Most of the artwork features dark subject matter; one self-portrait, however, shows the girl's morose beauty as well as her cat, Malphaset, whose eyes and expression bear an uncanny resemblance to his mistress.



Search

DC	Result
14	The only suspicious article one can find is a small crude wicker doll stuffed under the girl's mattress. The doll's "hair" is made of straw bristles and stands up in all directions like an unkempt mane.
18	Characters find a series of sketches and doodles of what look to be driftwood at first, but a closer look suggests the remains of a riverboat sunk in shallow waters. The name "Rann" is scrawled in the corner. A subsequent DC 12 Knowledge (local) check reveals that a young woman named Rann was burned alive in her riverboat just off its mooring on Nameless Lake just south of town, near the old Guffrey place. Sadel can provide the same information if asked.
20	Characters find animal fur in Autumn's room. A DC 10 Knowledge (nature) check (or simply asking Sadel) reveals it to be black cat fur. Sadel can confirm that Autumn had a cat named Malphaset. Autumn adopted the stray about four months ago over Sadel's objections. "He's just an infernal nuisance sometimes."

Autumn Wren

Knowledge (local) or Gather Information

DC	Result
10	Autumn Wren is an attractive local 18-year-old girl with black hair and blue eyes. Autumn is suspected of using witchcraft to bring about misfortune to the community, including a series of unexplained incidents involving the spooking of farm animals, the mauling and mutilation of livestock, ghostly sounds, and the spread of an unexplained weakening sickness. She has since disappeared and is believed to be hiding in Nameless Swamp.
12	Autumn has on various occasions displayed a unique gift for magic since she was about fourteen.
14	Characters are able to acquire a more or less complete list of the haunting scenes (see below).

MALPHASET: AUTUMN'S FAMILIAR

Hiding in the woods near the ogres is Malphaset, Autumn's black tom cat familiar. Malphaset understands that his mistress is in danger, but has no practical way of saving her. Further complicating the situation, the cat has climbed too high into a tree in an effort to elude the wolves and ogres and is now too afraid to come back down. If retrieved (Climb DC 15, the cat is 30 feet up) and shown Autumn's sketchpad, the cat bats at the pages until it reveals the portrait of Groa as she appeared to Autumn, and then walks over it hissing and growling in an effort to warn them about the danger. Likewise, if shown a representation of Autumn, he purrs and lovingly rubs his head and flank against it. (Of course, if the PCs have a means of speaking with cats, they may figure out Malphaset's nature that way.)

If the characters take the cat with them and draw within a mile of the Sinking Tower, the cat's empathic link reasserts itself. Though the link is weakening because of Autumn's transformation, it is enough to allow the cat to lead them to the tower. Once there, Malphaset starts losing his augmented status and intelligence, changing back into an ordinary house cat and signaling that time is short—Autumn has nearly lost herself to the sea hag's pearl.

16 Autumn was orphaned as a child when her father Fouchard Wren, a poor woodsman and guide, was hung in the town square for thievery. Sadel Claywheel, a local potter and widow who had lost her own daughter to illness, took young Autumn in. Sadel has been Autumn's only friend since, though the girl's looks have often garnered her the admiring glances of the town's young men, including the baker's son Gelou. Until she was declared a witch, Autumn was considered an aloof loner.

18 Last week Autumn was seen speaking with old man Guffrey, a poacher and hermit who lives in a shack on the south of town. Guffrey is the town's only other notable "kook."

20 The identity of Autumn's mother is unknown, but many think it to be a dryad, elf, or other strange denizen of Earlwyrd, which explains Autumn's fey appearance.

Knowledge (arcana)

DC	Result
20	The powers attributed to Autumn sound no different than the powers exhibited by most sorcerers as they come of age.

Old Guffrey

If the characters start looking into Old Guffrey, allow them to learn the information from the following table.

Knowledge (local) or Gather Information

DC	Result
12	Guffrey is an old poacher, fisherman, hermit, and taxidermist who has lived alone in the hills to the south of town for over forty years. Guffrey is noted for his hard drinking, his surliness, and for talking to himself.
17	He usually comes into town once a month for supplies. The last time was about a week ago.

Witch Legends

If the characters start looking into local lore, allow them to learn the information from the following table.

Knowledge (local) or Gather Information

DC	Result
10	Several legends are connected to the swamp and wilderness around Aurasburg, and most of these involve witches.
14	One witch legend involves a young local woman named Rann, who, after being accused in the disappearances of several people, was burned to death on her riverboat on the shores of Nameless Lake, south of town, near the old Guffrey place.
16	A popular local legend describes a female monster (possibly an ogre or troll from the Ogre Hills) known as Lonni Longshanks because of her lanky frame and spindly legs. The monster is so engrained in the local belief that the families of brides-to-be sacrifice a lamb on the eve of the wedding in order to appease Lonni, who seems to have a taste for young women.
21	Tales of ghosts, and ancient sacrificial rites are also popular fare.

{Knowledge (nature)

DC	Result
18	Lonni's description resembles that of an annis hag.

THE HAUNTING SCENES

Most of the scenes of Autumn's supposed supernatural attacks have been cleaned up or are several days old, making any evidence difficult to find. Most involved villagers waking up in the middle of the night being unable to move (due to Groa's weakening touch), animals being spooked at dangerous times (Groa and her wolves moving about invisibly), strange noises (invisible wolves howling or Groa's *ghost sound* ability), and eerie lights (*dancing lights*). The following locations and events still offer some clues, though.

CHILD'S PLAY

At some point while still in town, the characters should run into a group of children playing hide-and-seek. The event can occur as the characters arrive, while the party is investigating the strange events, restocking supplies, or talking with the locals. During the game, the children that make it to the home base tree sing a fun little rhyme each time one of them makes it past the "seeker" (who represents the hag Lonni). The song goes like this:

O'er field and marsh, o'er hill and stream,
See the old witch run, chasin' after me.
She's the bride of the marsh by the gallows tree.
Maid, pay me a lamb, and you won't see me.
She's faster than the wind and quicker than death,
If she catches your scent, she'll steal your breath.
You can't outrun her or your end,
All you can do is outrun your friend!

Characters who join in on the game can make Gather Information checks without the usual –4 penalty for consorting with nonhumans or being nonhuman themselves. However, the children's information is not as detailed and may contain some inaccuracies.

Each child has a +7 total Hide modifier.

If asked about the song, the children say that it's about an old witch named Lonni Longshanks who lives in the nearby Nameless Swamp. The song has been sung in the region for generations, as even the town's adults know, though no one knows exactly when it started.

Most of the lyrics contain bits of truth about the hag. The references to her speed and murderous nature are based on fact. Though Lonni has no special power of scent, the kids believe she does because of the long nose she is described as having. Really, though, it stems more from the fact that the tales describe her like a wild animal, and therefore she is assumed to have an animal's sense of smell. The line "O'er hill and stream" hints to the fact she can move across water with her magic sandals, though the children just think she's fast and can stride over narrow streams. The couplet about her being a "bride" and accepting "lambs" as a sort of bribe is a confused reference to a commonly known local legend that Lonni's favorite targets are brides-to-be unless that woman's family offers Lonni a "dowry" in the form of at least one sheep tethered to a swamp tree. This legend is itself a bit spotty, since while Lonni finds brides to be unusually tasty, she cares only about getting fed and is willing to attack and kill pretty much anything that looks edible.

The Bainbage Farm

For about a week, the Bainbage Farm and, more specifically, its livestock has been under attack. The attacks began the night after Autumn had delivered a bit of pottery to the home at the request of Mrs. Bainbage. The next day, several sheep were found mauled as if by wolves, but nobody could find tracks anywhere near the bodies because someone or something had placed their bloodied remains on the roof of the farmer's two-story barn (DC 25 Climb check). One of corpses was mounted on the weather vane while another went missing completely. Needless to say, this stirred a great commotion in town, and so the farmer and his fellows kept watch the next two nights. Then on the third day, Mrs. Bainbage discovered a crack in the bowl she had purchased and returned it to Sadel's pottery shop. The next day, Autumn returned with a new pot, and that night as Bainbage took up a lone vigil over his flock, he heard a commotion in his barn. When he opened the door, his carriage horse nearly trampled him to death and then fled into the night and has yet to be seen. The next morning, Mrs. Bainbage found the bowl Autumn had delivered full of blood and coiling centipedes. The latter attack happened five days before the characters arrive.

The bowl has since been broken, while the farmer burned all the sheep's bodies and spread the ashes over the farm. Mr. Bainbage and his oldest son have been out looking for Autumn the last two days with the dogs. Mrs. Bainbridge hasn't spoken since she last saw the clay bowl.

Characters who try tracking the horse (DC 19) find that its trail ends two miles northwest of town. A Search of the area (DC 20) finds its mauled and eyeless body in an overgrown gully. A successful DC 20 Knowledge (nature) check notes the numerous bite and tear marks probably left by a pack of wolves as well as marks indicating that the carrion birds had been picking at it. A DC 20 Heal check shows that the animal probably died of fright before the majority of the mauling transpired. The characters might find wolf tacks near the corpse but Groa has done a good job of obscuring them (DC 24). The tracks lead back into the center of town, where they become impossible to follow.

The Weakening Sickness

Several people in town remember waking up and being unable to move over the last week. Most suspect Autumn had used her "evil eye" upon them. All of them had come into contact with Autumn the day before.

The most notable account of this occurrence comes from Gelou Colnias, the hotheaded baker's son who led the lynching (see encounter A1). Assuming the PCs can find him (and that he is still alive)—remember he may be on his way to the abandoned mine where Sadel

and Autumn sometimes go to collect clay,—they could try to talk to him. If the PCs can get him to speak with them (starting attitude is probably unfriendly or hostile), Gelou remembers waking up in the middle of the night three days before the characters arrive in town and finding Autumn (really Groa under the effects of *disguise self*) straddling him. At first convinced that his masculine charms had finally won her over as they did all women (or so the lad embellishes), he quickly realized that she was sapping his strength. When he rebuffed her, she clawed his chest, drawing blood, and then turned herself into a mountain lioness and fled into the night out through his second-story window above his father's bakery. His father, the baker, felt so weak that night that he could not even lift himself out of bed and has yet to fully recover. It was this incident more than anything that convinced Gelou that Autumn is indeed a deceitful witch who toyed with his affections—a crime that his ego cannot bear.

Gelou recounted the event to his friends, Thich, Gahreg, and Wolv. However the young man told them a very biased version of the tale, embellishing his part to sound more heroic.

Wicker Dolls

The wicker dolls are a hold-over from earlier times when dark druidic rites were performed throughout the area to placate terrible nature demons and primal gods. At one point in the region's history, the dolls served as representations of the druids' power. Most of the wicker dolls found in the adventure (including the one in Autumn's room) are representations Groa made based on those created by the last keepers of this tradition. The hag distributes them to her minions, marking them as her servants to others.

Characters who acquire a wicker doll can confuse her servants for a moment by visibly wearing it or brandishing it prior to a tactical encounter. The ruse lasts only a moment, though, since none of the characters are likely to be ogres or wolves, but it does cause her minions to hesitate, imposing a –4 penalty on initiative checks. After two times of being used in this manner, one of Groa's many animal spies has informed the hag of what the PCs are doing with the doll, and she has in turn warned her minions. Characters can craft their own forgeries of the dolls using the Craft (basketweaving) skill (DC 12).

Knowledge (arcana)

DC	Result
8	Wicker dolls and other scarecrowlike effigies were often used in ancient times to represent people and were thought to contain a bit of that person's spiritual essence.
20	Some dolls were used as conduits for curses, or as markers to signify that the bearer was under the protection of a higher power.
23	*Note:* This result can be taken into account only after the character has made a successful DC 21 Knowledge (history) check with regards to the history of Nameless Swamp. The wicker doll is similar to the ones used by the druids of the region hundreds of years ago.

CHAPTER 1: THE QUIET LITTLE TOWN

The adventure begins once the players have a reason for their character to be in the town. The events start almost immediately upon their arrival.

A1. MOB JUSTICE (EL 4)

Characters can have any number of reasons for visiting Aurasburg, from just passing through to being summoned to help put an end to the witch or the various bizarre occurrences.

Once there, read or describe the following:

The sky grows overcast as you cross the short wooden bridge over the shallow leaf-clogged moat. The earthen embankment here marks the border between the village and the wilds and farmland beyond. Quaint two-story shops flank the broad, hard-packed dirt main street.

Tactical Encounter: Mob Justice (page 15).

A2. THE BROTHERS FINN (EL 7)

The night before the characters arrive at the old mine, Groa and her wolves spirited away Autumn and left behind a pair of erudite ogre brothers named Muk and Flogg Finn. The Finns have instructions to hang about and murder any villagers that might be coming to bring food or otherwise aid the girl, leaving their remains behind as proof to the rest that Autumn is indeed a murderous witch.

If the characters dally about in town or visit Guffrey first, Gelou and Thich (or two replacement toughs, if they can't make it) reach the cave first and are unceremoniously slaughtered by the ogres. Gelou is used for decoration, while Thich provides the ogres with a quick

repast. The ogres spend the night in the area and then move off in the morning.

If the characters beat Gelou and Thich to the cave, read:

The forest opens up before you to reveal a small clearing around the old timber frame entrance of a mineshaft dug into the base of a very steep hill.

If the characters arrive after Gelou and Thich continue reading:

Dangling from the nearby trees like so many macabre garlands are the slick, disjointed limbs and entrails of a man. His blinded head is bound by a blood-streaked ponytail to a naked branch. You recognize the face as that of the hooligan whom you faced back in town. A smiling, charcoal portrait of the lad and a headless wicker doll are both nailed to the tree beneath it.

Tactical Encounter: The Brothers Finn (page 17).

A3. GUFFREY'S SHACK (EL 7)

Once the PCs reach the shack, read or describe the following:

A small shack squats on a yellow hillside sandwiched between tall trees that allow in little light. A white ribbon of smoke curls from its chimney. Sitting on the porch in a creaking, wooden rocking chair is an old man with pepper-colored hair and skin like dry, red leather.

As the characters approach the shack, the sky threatens rain. Old Man Guffrey is sitting on his stoop watching the characters approach, whittling a sharp point on the end of a stick.

If Guffrey sees the party approaching, he rubs the back of his hand across his mouth and goes inside, shutting the door behind him. If the party insists on knocking or following him in (there is no lock), the hermit gloomily lets them in. His eyes are bloodshot, and his face gaunt from lack of sleep and too much drink.

Once inside, read:

The dusty, stuffed, and mounted remains of a dozen types of birds and fish, mixed in with an assortment of crocodiles, varmints, predators, and more, cram the inside of this one-room shack. The smaller displays covering every table and shelf also contain overturned spent wine bottles. Some of these latter items are as grimy as the glass-eyed animals that they sit beside. The walls are a mad tangle of cobwebbed antlers. Larger pieces, such as the silent, vicious boar and a rearing black bear, stand on the floor.

In Aurasburg, Guffrey is known to be a cantankerous, old kook and poacher who talks to himself and drinks too much. He has been the victim of the Rann's ghost for

nearly twenty years, and the experience has unhinged the hermit to the point that he now thinks of the ghost as "his woman." Guffrey is taciturn and doesn't talk a whole lot to the characters, though he does sometimes make rude asides about them seemingly to himself and without concern for who hears him. Really he's talking to Rann, who is always near.

For her part, Rann sees Guffrey as little more than an instrument to occasionally possess so that she can vicariously live out the existence lost to her. Rann spends her time plotting petty vengeance against Aurasburg and Groa (Rann feels Groa betrayed her), though she is too frightened to enact any of her plans.

Both are immediately hostile to all uninvited guests. Guffrey sullenly offers to sell them his stuffed pieces, while wiping his hand across his mouth and eyeing their wineskins. With a straight face, he also proffers his services as a taxidermist for any animal companions or familiars the PCs have brought with them. If any party members show discomfort at the idea, he relishes going into a good deal of detail as to how the process is carried out. Rann meanwhile, floats nearby, invisibly observing the proceedings.

Should the characters ask about Autumn, Guffrey lies (Bluff +0) and says that he has never seen her—he hopes that the characters will leave him alone once they figure out that he can't help them. In fact Autumn did come to the shack a week before, after running into him in town. She had hoped to discover more about the hag the villagers killed thirty years before, but Guffrey scared her off. If the party mentions anything about hags or witches, Guffrey tells them a half-truth and says that there haven't been any live witches in the area for thirty years—not since they burned that one on her riverboat a quarter mile from his house. He offers to lead them there for 3 sp or a full wineskin. If asked for more details, he feigns ignorance by saying that he hadn't lived in the area back then. If plied with wine, he accepts, but he is wise enough to be wary of drinking too much alone with strangers nearby. If at least one of the party does not drink with him after he invites them to, he waits until they leave to indulge.

If the characters accuse him of lying, Rann uses her malevolence ability on Guffrey (who doesn't resist). The change in personality exhibited by the switch is dramatic—the bitter old drunk changes quickly to a crazed selfish hag. She rants in his voice about her miserable existence as an unwanted orphan and how her horrible "older sister" (Groa) gave her power in the form of the *sea hag's pearl*, but then left her to burn on her riverboat when the villager mob came. She curses her "big sister" and, in a fit of jealousy, names Autumn as a betrayer as well, spouting off a foul tirade of epitaphs. If the PCs pay attention, they may hear hint of Rann's own experiences with Groa via snippets such as the following.

- "We're all so young and sad when it starts!"
- "She said I was special and that they hated me because of it."

• "She took me to her cottage out in the swamps and made me so pretty."
• "She made me such a lovely dolly, and now she's made one for *her*!"
• "She never really cared for me—only about the power."
• "If she ever comes here again, I'll make Guffrey snap her little white *neck!* Maybe your necks too."

If the characters can shift Rann's attitude to friendly (see below), and then ask about Autumn or the *sea hags' pearl*, Rann starts talking to them more coherently and with less venom. The characters can mitigate the DC of the check by a number of means listed in the table.

Diplomacy Check Results and Modifiers

DC/Modifier	Result/Action Taken
35	Rann tells the characters where to find the witches' hovel (A4), cackling at the thought of vengeance against Groa.
+8 bonus	If the PCs empathize with Rann (or at least seem to) by making a successful contested Bluff check against her Sense Motive (+1 total modifier), they gain a +8 bonus on the Diplomacy check.
+8 bonus	If the characters mention that helping them might be a chance to gain some measure of vengeance, they can make a second Bluff check (once again a contested roll against her Sense Motive modifier).
+5 bonus	If the characters had previously plied Guffrey with drink, they receive this additional bonus since Rann finds it more difficult to control his body and her own thoughts.

If the players don't pick up on Rann's emotional weaknesses, have them make DC 15 Sense Motive checks. If they succeed, they understand that they might have to empathize with the ghost to get information out of her. A result of 20 or higher means they also understand her need for revenge.

Inaction, hostile action, or a failed Diplomacy check by 11 or more on the part of the PCs results in the hag (and Guffrey) attacking the party. A failed roll by 10 or less results in Rann losing all interest in the party as she continues weeping and ranting. If the party disturbs her at this point, it is a slightly confused Guffrey who answers. He asks them to leave. Rann, he'll tell them, has fled off into the hills. If asked about the shipwreck, Guffrey points them west.

Tactical Encounter: Guffrey's Shack (page 19).

What Should the Characters Know by Now?

If the characters did any sort of investigation in town, they probably know the following:

- More than likely they know about Rann's death (the easiest witch to gather information about).
- They might surmise that Lonni is the master hag.
- They probably don't know about Groa, who is only connected to the ancient druidic cult that once lived in the area—and even that is beyond the scope of this adventure.

If the PCs did no investigating whatsoever and can't follow Groa's party's trail, they may need to consider returning to Sadel, which probably leads them to the riverboat and then perhaps back to Guffrey.

A4. Sunken Riverboat (EL 7 or 9)

When the characters reach the sunken riverboat, read the following:

The top-most portions of what once was a riverboat reach to the sky from its position in the slow-moving water. By the looks of it, the wreck has been here for several decades. A loose assortment of burnt, splintering planks juts from the shallows.

Characters who enter the water and shift through the debris see the following below the waterline.

The riverboat's remains lie like an ancient ruin upon the silt and sand of the lake bottom. Its framework makes an outline of the area the riverboat once encompassed. The deck rail juts like an old fence from the sand while the roofless and doorless cabin is awash with seaweed and bits of rotting furniture, which has become a home for algae and schools of small fish.

Old Pete lies in wait beneath a collection of weeds and loose boards that used to be part of the deck (+16 Hide).

Tactical Encounter: The Sunken Riverboat (page 21).

A5. The Witches' Hovel (EL 8)

When the characters reach the hovel, read the following:

A dingy, colorless peasant hovel rises out of the clearing ahead like a tumor out of the gray mud. Its thatched roof is overhung in olive-colored swamp slime and lichen, and its walls are covered in ugly gray-brown mold and toadstools. The place reeks of humus.

If the characters enter the hovel, read:

Shafts of pale light poke through the gaps in the mossy roof and walls, dimly illuminating this decrepit cabin with a lifeless white glow. Dust and a few dry leaves cover the warped, creaking floor. The walls are covered in fungal growths that make it difficult to breath.

Characters descending into the cellar (either through the floor, narrow crawlspace, or Lonni's tunnel) find a macbre mud and bone catacomb similar to (but far smaller than) Groa's collection of the dead in the pit of the Sinking Tower (area T1).

Tactical Encounter: The Witches' Hovel (page 23).

A6. SINKING TOWER (EL 5 TO 8)

As the PCs reach the sinking tower, read:

Before you stands a curious sight: an old stone tower that has sunk halfway into the marsh around it, with only the topmost stories reaching outward from the gray muck in which it is embedded. No vegetation grows in the area around it, which makes it nothing more than a field of mud.

The sinking tower was once an outpost for an ancient kingdom. Over the centuries, as the land turned to marsh, the heavy stone tower sank. Now fully half the building is submerged beneath the surface.

Tactical Encounter: The Sinking Tower (page 25).

FINDING THE SINKING TOWER

Arriving at the sinking tower is no easy task since its location is known to only a few, and most of them are hostile to the characters. The following is a centralized list of clues that characters can use to track Autumn's whereabouts.

Interrogating the Finns: Catching and interrogating Muc or Flogg into revealing anything about Groa, her plans, or the Sinking Tower is pretty difficult. The ogres have both seen what Groa does to traitors, and they have no desire to end up like any of them. Characters who catch one or both have a challenge ahead of them to make one or both of the ogres friendly (Diplomacy DC 50).

Tracking the Finns: Following the retreating Finns is a much better proposition, but it comes with its own difficulties. The basic Survival DC to track them starts at 14 and it increases by +1 for each day that passes. At Earl's Ford, the difficulty increases to DC 19 before any other modifiers. Once inside Nameless Swamp, the swamp animals loyal to Groa conspire to cover evidence of the ogres' passing, which results in a DC 19 Survival check to follow them (once again this is before any modifiers for lapsed time or poor weather).

Tracking Groa and Autumn: Following the hag, her wolves, and Autumn is even more difficult than tracking the ogres. The starting DC is 21, which increases to 26 at the ford and within the confines of Nameless Swamp. They make better time than the ogres thanks to Groa's natural talents and her druidic abilities. Also they have at least a day's head start on party.

Interrogating Rann's Ghost: See Guffrey's Shack.

Discovering the Map to the Witches' Hovel: Finding the map to the hovel in the ruins of Rann's riverboat requires a successful DC 25 Search check.

Discovering Rann's Old Diary: Using the crude directions found in Rann's childhood dairy bestows a +4 bonus on Knowledge (geography) checks to find the Sinking Tower.

Interrogating Lonni (good luck with this one): Lonni doesn't talk to her food that much. She is as uncooperative as the Finns (see above), but for different reasons.

CHAPTER TWO: THE SINKING TOWER

By the time the characters reach the tower, Autumn's transformation is nearly complete. Some quirk of magic and biology has turned her once-beautiful features into a melted ruin so horrible as to nauseate more sensible souls. Groa uses this turn of events to her advantage when the characters arrive (see area T3).

The tower itself is constructed with standard stone masonry walls (5-foot-thick exterior walls and foot-thick interior ones). The floors are water-damaged planks supported by tree trunks. Doors are standard iron-bound

wood doors, and the ceilings are all a uniform 20-feet high except for those areas where they have rotted through.

T1A and T1B. The Pit (and the Broken Floor) (EL 8)

As the PCs enter the entrance hall, read:

The ruins of a half-drowned entrance hall, which also serves as some sort of catacombs for the dead, opens before you. The walls are lined with neatly piled bones and leering skulls packed with mud for mortar. The portion of the floor that rises above water is similarly gruesome, though it is fashioned of human skulls instead of cobblestones. The number of visible dead stored here probably equals a good-sized city. The ceiling above is rotted through and hung with a curtain of cobwebs. The place reeks of rotting wood, mold, and decay.

This area used to be the bottom two floors of the tower, but the floor in area T1B has long since crumbled away (but see Features of the Area for area T1 on page 27). The characters can reach area T1A in three ways. The first is by using the underground tunnel. The second is by coming down the stairs. The last, and most dramatic, is by plummeting trough the weak floor in area T2. The guardians of this room are under orders to attack only those lacking Groa's effigy (a wicker doll). This command extends to Groa herself. Characters who brandish the strange little dolls need not fear the mob of skeletons entombed here. Those that don't are quickly swarmed.

Tactical Encounter: The Pit (page 27).

T2. Common Room (EL 6 or 9)

As the PCs enter the common room, read:

Barrels and crates line the walls of this room and spill over into the floor space. Though the dust is thick in some areas, other portions of the room show signs of habitation.

Three of Groa's ogre thugs are currently engaged in a game of bones around the corner from the ground floor door. Groa has the trio acting as extra security while Autumn is undergoing her transformation. They are using a number of the large crates and barrels in the room as tables and stools for their game.

Tactical Encounter: Common Room (page 29).

T3. Groa's Lair (EL 9)

As the PCs enter the lair, read:

The air in this room smells of acrid chemicals and wet dogs. The few tables along the north half of the room hold a number of oils, unctions, and herbs, as well as storage jars, mixing bowls, and jugs, with some of the latter items made of skulls. The southern half of the room is littered with filthy piles of straw and an old ramshackle cot.

Tactical Encounter: Groa's Lair (page 30).

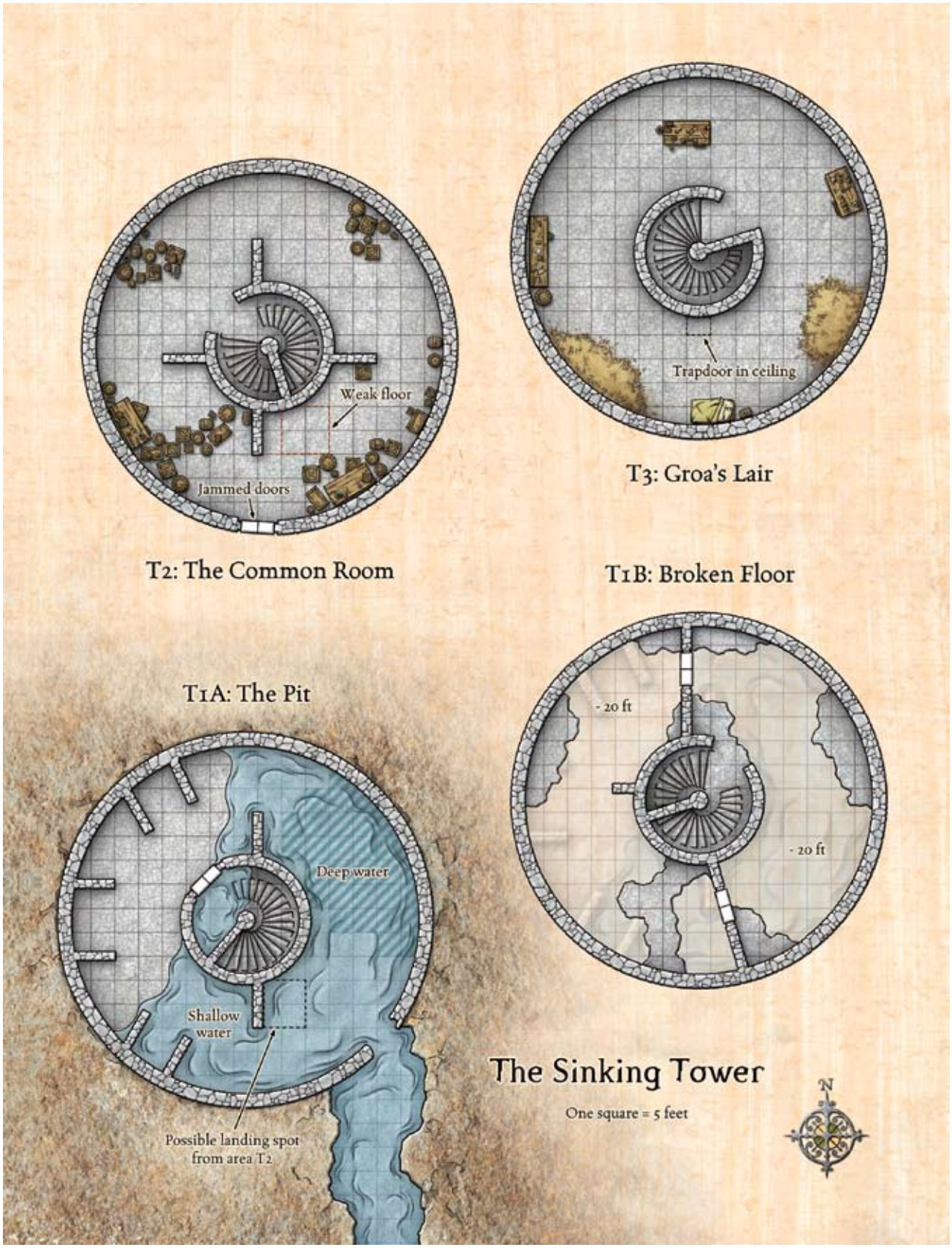
The Aftermath

The adventure ends when Autumn has been rescued, though whether she ever goes back to Aurasburg is left to the DM to decide. Characters who have not killed any townsfolk and return with proof of Autumn's innocence and Groa's defeat receive an official summons to meet with Earl Corromat at his keep. Noble and more worldly than the inhabitants of Aurasburg, yet still but a lad of fourteen, he rewards them handsomely with 850 gp each and names them protectors of the land, giving them authority equal to his constables. The townsfolk celebrate the defeat of the witches, and Hagel pays the characters their 100 gp each for ending the threat if he hired them at the beginning. Unfortunately many of the villagers still treat their saviors as unwelcome outsiders and long for them to leave. It takes a lot to convince these individuals of Autumn's innocence, and many are never convinced. If the party returns without any convincing evidence proving her innocence, Autumn is put on trial for witchcraft, coerced into admitting her guilt, and then burned at the stake, which means that the characters might have to organize a second rescue.

About the Author

Matt would like to thank Chris Youngs and Gwendolyn Kestrel for giving "Witching Season" a chance. Matt is a member of the Were-Cabbages writing group. His credits include work on The Seeds Sehan adventure arc (*Dungeon Magazine* 145–147), *Ironstorm Mountain* by Silven Publishing, a forthcoming book for DMs from Goodman Games, and the ruin chanter and ruin elemental for *Monster Manual V*.

Only 1d4 cabbages were harmed during the making of this adventure.


Weak floor
Jammed doors
T2: The Common Room
Trapdoor in ceiling
T3: Groa's Lair
T1B: Broken Floor
- 20 ft
- 20 ft
T1A: The Pit
Deep water
Shallow water
Possible landing spot from area T2
The Sinking Tower
One square = 5 feet
N

Mob Justice

Encounter Level 4

SETUP

This encounter can occur practically anywhere in or around town. The characters start the encounter having just rounded a corner 30 feet away. A small mob of twelve villagers has converged on Sadel Claywheel (S), the local potter, in an attempt to intimidate her into revealing Autumn's location. Of the dozen mob members, only the hotheaded Gelou (Ge), and his three friends Thich (T), Gahreg (G), and Wolv (W) have any fighting experience since they all serve in the militia. The rest of the people are simple townsfolk (commoner 1, C). Sadel (human expert 3), a woman in her early fifties, is the target of the mob's aggression and doesn't look to be backing down.

Listen Checks

DC 10 Characters who succeed hear the readaloud text before they stumble on the scene.

For those who succeed on the Listen check, read:

A series of angry shouts and harsh epitaphs cuts the stillness of an otherwise unremarkable day, and the noise draws your attention to a cluster of about a dozen angry people in a tight knot around a defiant, iron-gray-haired matron holding a clay vase. A blond man steps forward from the crowd and knocks the vase to the ground with a leather-bound truncheon.

Gelou, Thich, Gahreg, and Wolv **CR 1**
hp 14 (2 HD)

N Medium humanoid (human) warrior 2
Init +0; **Senses** Listen +2, Spot +2
Languages Common

AC 12, touch 10, flat-footed 12
(+2 armor)
Fort +4, **Ref** +0, **Will** +0

Speed 30 ft. (6 squares)
Melee club +3 (1d6+1)
Base Atk +2; **Grp** +3

Abilities Str 13, Dex 11, Con 12, Int 9, Wis 10, Cha 8
Feats Alertness
Skills Climb +5, Jump +4, Listen +2, Spot +2, Swim +4
Possessions leather armor, club

TACTICS

The four toughs led by Gelou are all local lads in their early twenties who are well known for playing a little rough at times.

The mob reacts with hostility toward outsiders who try to interfere. Most of the people in the mob don't really want things to end violently, but unless something is done to intervene, that's where things are heading. If things get physical, the four tougher members step forward to challenge the PCs. The mob disperses if these four are cowed, or otherwise defeated. If the PCs use lethal force against them, the remaining mob members (including any surviving local toughs) run for their lives and eventually notify the local authorities. Two days later, a quartet of bailiffs (same stats as the local toughs, but armed with longswords and crossbows, and wearing chainmail [AC 15]) arrive in town from the earl's keep looking for the PCs. Likewise word gets around quickly in a small town like Aurasburg, and, within a few hours, the populace's attitude shifts to hostile. The local shopkeepers and farmers don't attack the party (at least until the bailiffs arrive), but they remain tight-lipped and shy away from the PCs at every opportunity, which makes Gather Information checks nearly impossible to conduct.

CONCLUSION

If she is rescued without too much violence, Sadel thanks the characters and tells them of her plight. She is desperate to enlist their help in shielding her foster daughter from the rest of the town (see Adventure Background above). She knows that a lot of strange things have transpired and that all of it seems to be surrounding the girl, and she also knows that Autumn has a *gift* and that it scares some people. However, she firmly believes that Autumn is not to blame for the recent trouble. While talking to the characters, she leaves out Autumn's exact location (an old mine that Sadel occasionally collects red clay from) saying only that she is "safe." If they succeed at a Diplomacy check (DC 30—they get a +25 bonus if they have just saved her from the mob), she gives them directions to the mine. Before they leave, she asks if they could take some food and blankets to Autumn since she's afraid she might be being followed.

If the characters seriously injure or kill anyone while dispersing the mob, Sadel's attitude toward the PCs sours a bit (she becomes unfriendly). Although they might have threatened her, she realizes that her fellow villagers are just acting out of fear. Under these circumstances, the difficulty to get her to divulge Autumn's location increases to DC 40.

If they survived this encounter mostly intact, Gelou and Thich set off into the woods since they finally guessed Autumn's hiding place.

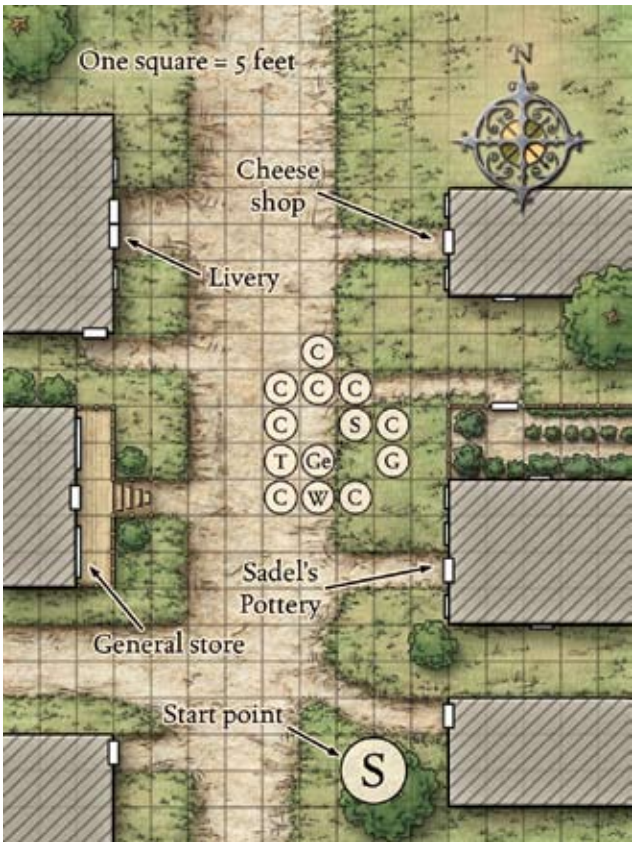
WINNING FRIENDS AND INFLUENCING PEOPLE

Since the PCs are most likely outsiders to Aurasburg, the initial difficulty to diffuse the situation through Diplomacy is DC 25 (27 if there are any obvious nonhumans among the party). If at all possible, this should be roleplayed out with the DM taking on the role of a few members of the desperate, frightened, and hotheaded crowd as well as the defiant Sadel. Then adjust the difficulty based on the argument the player characters present. Characters who trick or use mind-affecting magical effects would do well to make sure that the townsfolk don't find out about it later.

Features of the Area

The area has the following features.

Buildings: One-story buildings stand about 12-feet tall, while two-story buildings stand twice as high. The wooden doors are all good quality (1–1/2 inches thick; hardness 5; 15 hp; break DC 18). Climbing the exteriors requires a DC 20 Climb check. The contents of each contain the sorts of things one might expect—furniture, displays, wares, and the like.



The Brothers Finn

Encounter Level 7

SETUP

Muk and Flogg Finn (F) lie in ambush waiting for villagers to investigate the mine. If the characters arrive more than 2 hours after the first encounter, the ogres are gone, leaving their victims behind and proving conclusively to many in town that Autumn is a witch. In this case, they head back to the Sinking Tower (area A6) by way of the Earl's Ford while passing close enough to see Guffrey's Shack (area A3) and the Sunken Riverboat (area A4).

Noticing the brothers requires a successful opposed Spot check. If the PCs see the ogres, read:

From out of the woods to either side, a pair of hirsute ogres quietly emerges. Their coats, caps, and breeches consist of a patchwork of smaller folks' leathers, and their arms and legs are bound in leather belts and buckles.

"What have we 'ere then Muc?" says one.

"I don'ts know, brother Flogg. Maybe we tastes 'em and finds out," replies the other.

"Whot a pleasant idear, kinsman o' mine."

Muc and Flogg Finn **CR 5**

hp 63 (8 HD)

Male ogre rogue 4
CE Large giant
Init +1; **Senses** darkvision 60 ft., low-light vision; Listen +8, Spot +8
Languages Common, Giant

AC 20, touch 10, flat-footed 19; uncanny dodge (+1 Dex, +4 armor, +6 natural)
Resist evasion
Fort +9, **Ref** +6, **Will** +2

Speed 40 ft. (8 squares)
Melee +1 *greataxe* +13/+8 (3d6+10/×3)
Ranged mwk throwing axes +7 (1d8+6)
Space 10 ft.; **Reach** 10 ft.
Base Atk +6; **Grp** +16
Atk Options sneak attack +2d6

Abilities Str 23, Dex 13, Con 18, Int 8, Wis 10, Cha 5
SQ trap sense +1, trapfinding
Feats Power Attack, Stealthy, Weapon Focus (greataxe)
Skills Balance +3, Climb +9, Hide +7, Jump +12, Listen +8, Move Silently +9, Speak Language (Common), Spot +8, Tumble +8
Possessions combat gear plus +1 *studded armor*, +1 *greataxe*, 4 masterwork throwing axes, *amulet of natural armor* +1, dagger, wicker doll

TACTICS

The Finn brothers like to talk while they fight. When in melee, they tend to speak down to their opponents, taunting them in a manner that is almost refined and quite disconcerting until they are enraged. If obviously outmatched, or if one or both lose half their hit points, they retreat into the woods and make for the Sinking Tower.

CONCLUSION

If the characters return to town and tell Sadel the news that her foster daughter is missing, she breaks down and offers most of what she has saved (265 sp) to the characters if they'll help find her.

AUTUMN'S SKETCHPAD (AREAS A2, T3)

Autumn is a talented artist. Her primary medium is charcoal and these charcoal drawings form an important part of the adventure. The first drawing characters probably see is her self-portrait at Sadel's house. It shows her to be a beautiful if sad girl (Investigation sidebar). The next drawing the characters are likely to see is her drawing of Leguo, a local boy she was infatuated with (as he was with her until hysteria hit). The portrait is a very flattering piece of work that Leguo would have appreciated were he not most likely dead at the time (A2). In the cave characters can find her sketchpad and among the many drawings and roughs they find another charcoal sketch of a sympathetic old woman holding a large pearl attached to a fine woman's necklace. Later in the Sinking Tower, when Groa reveals her true self (T3), she appears as a mocking, horrific hag version of the kindly woman in the charcoal.

Features of the Area

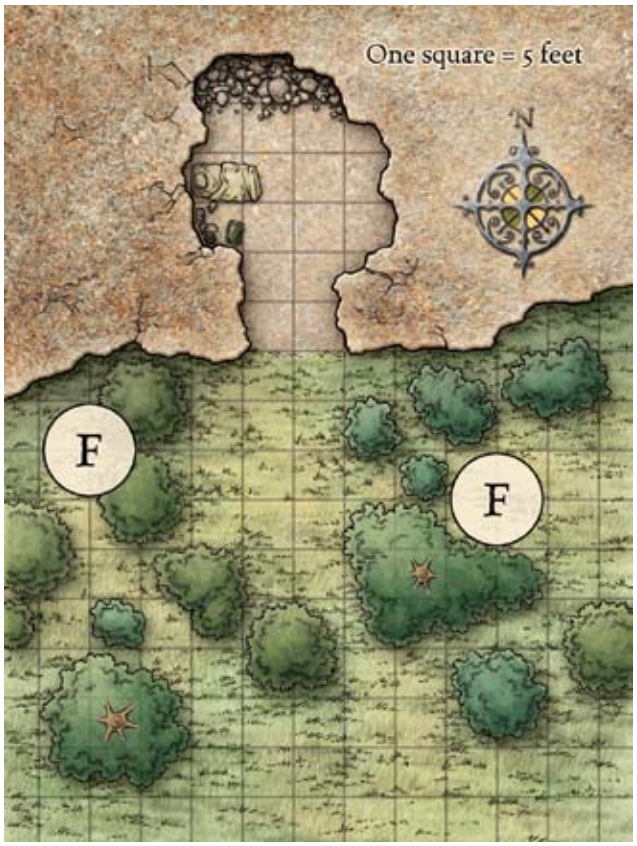
The area has the following features.

Autumn's Belongings: Autumn left behind most of the gear she brought up to the cave when Groa came to collect her. These belongings, now scattered by the rummaging ogres, include a charcoal sketchpad (see the sidebar), a lantern, a bedroll, a waterskin, and three days of dry rations.

Illumination: The cave has no natural light source, though sunlight dimly illuminates its interior during the morning hours.

Tracks: The area around and inside the cave is littered with tracks that characters can find and follow with successful Search and Survival checks respectively. The Finn brothers trampled many of the footprints while loitering around the area, increasing the difficulty to find other tracks. The following list details the pertinent creatures and the respective DCs to find and track them when the characters arrive at the scene.

The Finn brothers (DC 14), a pack of wolves (DC 21), Autumn (DC 21), Autumn's black cat familiar Malphaset (DC 23). Note that while Groa was present, the hag is impossible to track due to her trackless step class ability. After she collected Autumn, Groa, her wolves, and the girl left as a group and made for the Sinking Tower by way of the Earl's Ford. Malphaset is currently hiding in the woods about a half-mile away.



Guffrey's Shack

Encounter Level 7

SETUP

If confronted inside the shack with persistent or unwanted guests, Rann (R) either starts near Guffrey (G) (as pictured), or within him, riding his body through the use of her malevolence ability.

If Rann attacks, read:

From out of the old man's chest rises a wisp of white smoke that congeals slowly into the shape of a woman draped in soaked rags that are covered in scorch marks. She snaps her hair back, revealing a horrible ruin of a face that may have been sculpted by an amateur artisan and then cast into the kiln while still only half finished.

RANN **CR 6**

hp 19 (3 HD); **DR** 5/magic

Sea hag ghost
CE Medium undead (augmented incorporeal monstrous humanoid)
Init +1; **Senses** darkvision 60 ft.; Listen +14, Spot +14
Languages Common, Giant

AC 15, touch 15, flat-footed 14 (while incorporeal) (+1 Dex, +3 natural) or
AC 14, touch 11, flat-footed 13 (ethereal only) (+1 Dex, +3 natural)
Miss Chance 50%
Immune ability damage (Str, Dex, Con), ability drain, critical hits, death effects, disease, electricity, energy drain, exhaustion, fatigue, mind-affecting effects, nonlethal damage, paralysis, poison, sleep, stunning, any effect that requires a Fortitude save (unless the effect also works on objects or is harmless), death from massive damage
Resist turn resistance +4; **SR** 14
Fort +1, **Ref** +4, **Will** +4

Speed fly 30 ft. (6 squares, perfect); swim 40 ft.
Melee incorporeal touch +7 (1d4) or
2 claws +7 (1d4+4) (ethereal encounters only)
Base Atk +3; **Grp** +7
Special Actions evil eye (DC 15), frightful moan (DC 15), horrific appearance (DC 15), malevolence (DC 19), manifestation

Abilities Str 19, Dex 12, Con —, Int 10, Wis 13, Cha 18
SQ amphibious, rejuvenation, undead traits
Feats Alertness, Endurance
Skills Hide +12, Listen +14, Search +8, Spot +14, Swim +12

Evil Eye (Su) Three times per day, Rann can cast its dire gaze upon any single creature within 30 feet. The target must succeed on a DC 15 Will save or be dazed for three days, although *remove curse* or *dispel evil* can restore sanity sooner. In addition, an affected creature must succeed on a DC 15 Fortitude save or die from fright. Creatures with immunity to fear effects are not affected by Rann's evil eye. The save DCs are Charisma-based.

Frightful Moan (Su) Rann can emit a frightful moan as a standard action. All living creatures within a 30-foot spread must succeed on a Will save (DC 15) or become panicked for 2d4 rounds. This is a sonic necromantic mind-affecting fear effect. A creature that successfully saves against the moan cannot be affected by the same ghost's moan for 24 hours.

Horrific Appearance (Su) The sight of Rann is so revolting that anyone (other than a hag) who sets eyes upon her must succeed on a DC 15 Fortitude save or instantly be weakened, taking 2d6 points of Strength damage. This damage cannot reduce a victim's Strength score below 0, but anyone reduced to Strength 0 is helpless. Creatures that are affected by this power or that successfully save against it cannot be affected again by Rann's horrific appearance for 24 hours. The save DC is Charisma-based.

Malevolence (Su) Once per round, Rann can merge its body with a creature on the Material Plane. This ability is similar to a *magic jar* spell (caster level 10th or the ghost's Hit Dice, whichever is higher), except that it does not require a receptacle. To use this ability, Rann must be manifested and she must try to move into the target's space; moving into the target's space to use the malevolence ability does not provoke attacks of opportunity. The target can resist the attack with a successful Will save (DC 19). A creature that successfully saves is immune to that same ghost's malevolence for 24 hours, and the ghost cannot enter the target's space. If the save fails, the ghost vanishes into the target's body.

Manifestation (Su) Rann dwells on the Ethereal Plane and, as an ethereal creature, she cannot affect or be affected by anything in the material world. When a ghost manifests, it partly enters the Material Plane and becomes visible but incorporeal on the Material Plane. A manifested ghost can be harmed only by other incorporeal creatures, magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source. A manifested ghost can pass through solid objects at will, and its own attacks pass through armor. A manifested ghost always moves silently. A manifested ghost can strike with its touch

attack or with a ghost touch weapon. A manifested ghost remains partially on the Ethereal Plane, where is it not incorporeal. A manifested ghost can be attacked by opponents on either the Material Plane or the Ethereal Plane. The ghost's incorporeality helps protect it from foes on the Material Plane, but not from foes on the Ethereal Plane. A ghost has two home planes, the Material Plane and the Ethereal Plane. It is not considered extraplanar when on either of these planes.

Rejuvenation (Su) If she would otherwise be destroyed, Rann returns in 2d4 days if she makes a successful DC 16 level check (1d20 + 3 HD). Rann's reason for existence is to gain revenge against those who have wronged her, in particular Groa. If it is somehow proven that the characters have defeated Groa or stymied her plans, Rann can then be permanently destroyed.

Skills A sea hag has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

Guffrey the Hermit (Raging) **CR 4**

hp 49 each (4 HD)

CN Medium humanoid (human) barbarian 1/ranger 3
Init +2; **Senses** Listen +11, Spot +10
Languages Common

AC 14, touch 12, flat-footed 12
(+2 Dex, +4 armor, –2 rage)
Fort +9, **Ref** +5, **Will** +7

Speed 40 ft. (8 squares)
Melee mwk shortspear +6 (1d6+3) and mwk sickle +6 (1d6+1/×4)
Base Atk +4; **Grp** +7
Special Actions favored enemy (animals), rage (1/day, 7 rounds)

Abilities Str 16, Dex 15, Con 18, Int 10, Wis 14, Cha 8
SQ wild empathy
Feats Alertness, Endurance [B], Iron Will, Track [B], Two-Weapon Fighting [B]
Skills Craft (taxidermy) +7, Hide +7, Intimidate +3, Knowledge (nature) +7, Listen +11, Move Silently +7, Spot +10, Survival +6 (+8 in aboveground natural environments), Swim +5
Possessions *+1 studded leather armor*, masterwork shortspear, masterwork sickle, whittling knife, vial of silversheen

Rage (Ex) When not in a rage, Guffrey uses the following statistics.
AC 16, touch 12, flat-footed 14
hp decrease by 8
Fort +7, **Will** +5
Melee mwk shortspear +4 (1d6+1) and mwk sickle +4 (1d6/×4)
Grp +5
Abilities Str 12, Con 14
Skills Swim +3

TACTICS

In battle, Rann's first action is to use her horrific appearance to scare the characters away, followed by malevolence if they don't take the hint. Usually she inhabits a body and then runs madly off into the woods. Then, when she's far enough out, she leaves her victim lost, bereft of equipment, and doomed to die from exposure. The enraged Guffrey fights to the death to protect his "wife," but the cowardly Rann flees to the wreck of her riverboat if reduced to 8 or fewer hit points.

CONCLUSION

Mixed among Guffrey's taxidermy supplies is a clay urn containing four applications of *silversheen* and a jar of *universal solvent* (DC 18 Search check to find). He keeps a stash of 34 gp in gold nuggets and 360 sp hidden in a small sack under his mattress (DC 20 Search check).

The Sunken Riverboat

Encounter Level 7 (or 9)

SETUP

The characters discover the remains of Rann's decrepit riverboat languishing 20 feet from shore. Hidden amid the wreck is local legend Old Pete (P).

If the characters draw within striking distance of Pete, read:

The water surges violently as a massive toothsome maw opens before you like a gaping red cave.

Old Pete — CR 7

hp 85 (10 HD); **DR** 5/magic

Advanced fiendish giant crocodile
NE Huge magical beast
Init +1; **Senses** darkvision 60 ft., low-light vision; Listen +5, Spot +5

AC 17, touch 9, flat-footed 16
(–2 size, +1 Dex, +8 natural)
Resist cold 10, fire 10; **SR** 15
Fort +12, **Ref** +8, **Will** +4

Speed 20 ft. (4 squares); swim 30 ft.
Melee bite +13 (2d8+12) or
Melee tail slap +15 (1d12+12)
Space 15 ft.; **Reach** 10 ft.
Base Atk +7; **Grp** +23
Atk Options improved grab, smite good (+10 damage)

Abilities Str 27, Dex 12, Con 20, Int 3, Wis 12, Cha 2
SQ hold breath
Feats Alertness, Endurance, Improved Natural Armor, Skill Focus (hide)
Skills Hide +7*, Listen +5, Spot +5, Swim +18

Hold Breath (Ex) Old Pete can hold his breath for 80 rounds before he risks drowning.

Improved Grab (Ex) To use this ability, Old Pete must hit with his bite attack. He can then attempt to start a grapple as a free action without provoking an attack of opportunity. If he wins the check, the croc establishes a hold on the opponent and drags it into deep water, attempting to pin it to the bottom.

Smite Good (Su) Once per day Old Pete can make a normal melee attack to deal an extra 10 points of damage against a good foe.

Skills Old Pete has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. He can always choose to take 10 on a Swim check, even if distracted or endangered. He can use the run action while swimming, provided he swims in a straight line. *Old Pete gains a +4 racial bonus on Hide checks when in the water. This bonus has been figured in above. Further, he can lie in the water with only his eyes and nostrils showing, gaining a +10 cover bonus on Hide checks.

Rann — CR 6

hp 19 (3 HD); **DR** 5/magic

Sea hag ghost
CE Medium undead (augmented incorporeal monstrous humanoid)
Init +1; **Senses** darkvision 60 ft.; Listen +14, Spot +14
Languages Common, Giant

AC 15, touch 15, flat-footed 14 (while incorporeal)
(+1 Dex, +3 natural) or
AC 14, touch 11, flat-footed 13 (ethereal only)
(+1 Dex, +3 natural)
Miss Chance 50%
Immune undead immunities
Resist turn resistance +4; **SR** 14
Fort +1, **Ref** +4, **Will** +4

Speed fly 30 ft. (6 squares, perfect); swim 40 ft.
Melee incorporeal touch +7 (1d4) or
Melee 2 claws +7 (1d4+4) (ethereal encounters only)
Base Atk +3; **Grp** +7
Special Actions evil eye (DC 15), frightful moan (DC 15), horrific appearance (DC 15), malevolence (DC 19), manifestation

Abilities Str 19, Dex 12, Con —, Int 10, Wis 13, Cha 18
SQ amphibious, rejuvenation, undead traits
Feats Alertness, Endurance
Skills Hide +12, Listen +14, Search +8, Spot +14, Swim +12

Evil Eye (Su) Three times per day, Rann can cast her dire gaze upon any single creature within 30 feet. The target must succeed on a DC 15 Will save or be dazed for three days, although *remove curse* or *dispel evil* negate the effect. In addition, an affected creature must succeed on a DC 15 Fortitude save or die from fright. Creatures with immunity to fear effects are immune to this ability.

Frightful Moan (Su) Rann can emit a frightful moan as a standard action. All living creatures within a 30-foot spread must succeed on a DC 15 Will save or become panicked for 2d4 rounds. This is a sonic necromantic mind-affecting fear effect. A creature that saves cannot be affected by the same ghost's moan for 24 hours.

Horrific Appearance (Su) The sight of Rann is so revolting that anyone (other than a hag) who sets eyes upon her must succeed on a DC 15 Fortitude save or instantly be weakened, taking 2d6 points

of Strength damage. This damage cannot reduce a victim's Strength score below 0, but anyone reduced to Strength 0 is helpless. Creatures that are affected by this power or that successfully save against it cannot be affected again by Rann's horrific appearance for 24 hours. The save DC is Charisma-based.

Malevolence (Su) Once per round, Rann can merge its body with a creature on the Material Plane. This ability is similar to a *magic jar* spell (caster level 10th), except that it does not require a receptacle. To use this ability, Rann must be manifested and she must try to move into the target's space, which does not provoke attacks of opportunity. The target can resist the attack with a DC 19 Will save. A creature that successfully saves is immune to that same ghost's malevolence for 24 hours, and the ghost cannot enter the target's space.

Manifestation (Su) When a ghost manifests, it partly enters the Material Plane and becomes visible but incorporeal on the Material Plane. A manifested ghost can be harmed only by other incorporeal creatures, magic weapons, or spells, with a 50% chance to ignore any damage from a corporeal source. A manifested ghost can pass through solid objects at will, and its own attacks pass through armor. A manifested ghost always moves silently. A manifested ghost can strike with its touch attack or with a ghost touch weapon. A manifested ghost remains partially on the Ethereal Plane, where is it not incorporeal. A manifested ghost can be attacked by opponents on either the Material Plane or the Ethereal Plane. The ghost's incorporeality helps protect it from foes on the Material Plane, but not from foes on the Ethereal Plane.

Rejuvenation (Su) If she would otherwise be destroyed, Rann returns in 2d4 days if she makes a successful DC 16 level check (1d20 + 3 HD). Rann's reason for existence is to gain revenge against Groa. If it is somehow proven that the characters have defeated Groa or stymied her plans, Rann can be permanently destroyed.

Skills A sea hag has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.

TACTICS

Pete lies hidden amid the debris, snapping at likely prey that moves too close. Old Pete uses smite on the first attack, hoping to mortally wound his would-be meal. If Pete secures a hold on a target, he wrestles the foe under the water and then pins her to muddy bottom, where he initiates a death roll and applies bite damage every round until his prey is dead and then some (*DMG* 92).

If reduced to 30 or fewer hit points, the wise old croc gives up his meal and heads for deeper water.

DEVELOPMENT

If the characters drove Rann away from Guffrey's shack, she is here waiting for them. Rann stays beneath the waters waiting for Pete to grapple one of the characters. Pete knows from previous experience that he can't eat Rann, so he doesn't bother. Rann fights until destroyed.

CONCLUSION

A Search (DC 25) of the waterlogged hulk reveals Rann's forgotten treasure: a *potion of cure moderate wounds*, a *potion of resist energy (electricity) 10*, a *wind fan*, a large emerald (900 gp), a black pearl (500 gp), 640 gp, and a crude map of the swamp carved on the bottom of a shelf. The map shows the location of the witches' hovel.

Features of the Area

The area has the following features.

Very Slow Flowing Water: Creatures simply require a swim speed or successful Swim checks (DC 10) to move through the water. The water gets 5 feet deeper for every 5 feet of distance one gets from the shore, bottoming out at about 20 feet deep.

Stealth and Detection Underwater: As the encounter begins, the characters can see 30 feet while underwater, but when Pete attacks, he kicks up a cloud of silt that reduces visibility to a mere 10 feet for a full minute.

The Witches' Hovel

Encounter Level 8

SETUP

The characters arrive at the witches' hovel. The greater part of the shack has been disused for years, but the earthen cellar serves as one of Lonni Longshank's (L) burrows.

When the characters get a first look at Lonni, read:

A giant, hunched, mockery of a woman who stands perhaps 10-feet-tall leers at you. Her skin is pale gray and glistens damply. Her dugs lie limp beneath a torn, bloodied, and soiled wedding gown made for a much smaller being. Her face is twisted into a rictus of psychotic glee.

Lonni Longshanks (Raging) **CR 7**

hp 53 (8 HD); **DR** 2/bludgeoning

Annis hag barbarian 1
CE Large monstrous humanoid
Init +7; **Senses** darkvision 60 ft.; Listen +6, Spot +6
Languages Common, Giant

AC 20, touch 12, flat-footed 17; uncanny dodge (–1 size, +3 Dex, +10 natural, –2 rage)
SR 19
Fort +10, **Ref** +8, **Will** +10

Speed 50 ft. (10 squares)
Melee 2 claws +12 (1d8+15) and bite +7 (1d6+10)*
Space 10 ft.; **Reach** 10 ft.
Base Atk +8; **Grp** +22
Atk Options improved grab, rage (1/day, 9 rounds), rake (+17 melee, 1d8+10), rend (2d8+15)
Spell-Like Abilities (CL 8th):
3/day—*disguise self, fog cloud*

Abilities Str 31, Dex 16, Con 22, Int 9, Wis 16, Cha 10
SQ fast movement, illiteracy
Feats Blind-Fight, Improved Initiative, Improved Natural Weapon (claws), Power Attack
Skills Climb +10, Hide +11, Jump +10, Listen +6, Spot +6, Swim +10
Possessions *cloak of elvenkind, sandals of waterwalking,* wicker doll

Improved Grab (Ex) To use this ability, Lonni must hit a Large or smaller opponent with a claw attack. It can then attempt to start a grapple as a free action without provoking an attack of opportunity.
Rage (Ex) When not in a rage, Lonni uses the following statistics.
AC 22, touch 12, flat-footed 19
hp decrease by 16
Fort +8, **Will** +8
Melee 2 claws +10 (1d8+13) and bite +5 (1d6+9)*
Grp +20
Abilities Str 27, Con 18
Skills Climb +8, Jump +8, Swim +8
Rake (+10 melee, 1d8+13)*
Rend (2d8+17)*
Rake (Ex) Lonni can attack a grappled foe with both claws at no penalty.
Rend (Ex) Lonni latches on to an opponent's body when she hits with both claw attacks and tears the flesh. This attack automatically deals an extra 2d8+22* points of damage.
* Includes 5-point Power Attack

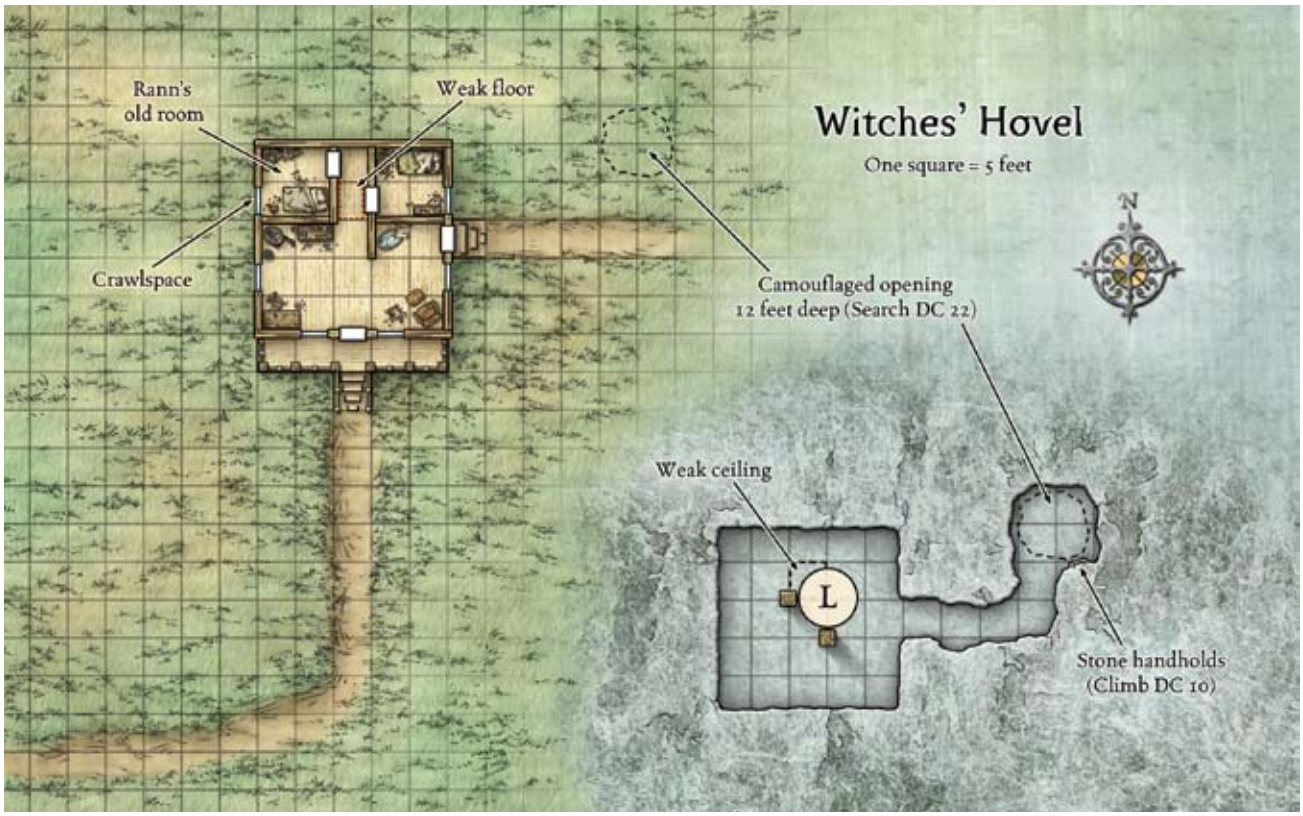
TACTICS

Lonni stays hidden so that she can observe the characters though the gaps in the floorboards (+21 Hide check). If a party member puts his foot through the weak floor, the annis attempts to grab it, control the grapple, and pull him through to the cellar where she rakes him to shreds. She doesn't speak often, and then only monosyllabically. She does cackle, screech, and howl quite a bit though. If the PCs flee, Lonni gives chase for as long as she can keep them sight, eerily hanging above water with her magic sandals. Once she brings down a victim, she takes her time with him, assuming the remaining characters allow her to do so. Such victims are added to her collection of nameless skulls. Lonni *always* fights to the death—because she is really good at it.

MAGIC ITEM: SANDALS OF WATER WALKING

Made of leather and hemp with clamshell accents, these open-toe sandals allow their wearer to traverse any liquid as if it were firm ground for 1 hour, once per day, after they have spoken the command word, as if under the effects of a *water walk* spell.

Strong transmutation; CL 6; Craft Wondrous Item, water walk; Price 10,800 gp



Features of the Area

The area has the following features.

Dry Rotted Floor and Walls: The wooden walls and floor of the hovel have the following attributes: 2 inches thick; hardness 2; 7 hp. The shack is dangerously unstable and collapses if it takes significant area damage (such as from a *fireball*). Characters who make a DC 15 Knowledge (architecture and engineering) check realize this immediately.

Collapsing Hovel Hazard — CR 5

Description The hovel collapses in a heap on the occupants and falls into the tunnel. The collapse leaves a field of dense debris in the space formerly occupied by the hovel.
Search DC 22; **Type** mechanical

Trigger damage (10 points of area damage); repair reset
Effect House collapses on occupants and falls into tunnel (4d6, bludgeoning); multiple targets (everyone in or under the hovel); never miss; onset delay 1 round
Duration Instantaneous

Disarm Disable Device DC 20

Dense Debris: The aftermath of the hovel's collapse leaves a dense debris field. It costs 2 squares of movement to enter a square with dense rubble. The DC of Balance and Tumble checks on dense rubble increases by +5, and the DC of Move Silently checks increases by +2.

Exceptionally Weak Floorboard Hazard — CR 1

Description The floor gives way underneath, causing the one triggering it to fall prone.
Search DC 20; **Type** mechanical

Trigger location trigger (first 50 lbs. of weight placed in marked area); repair reset
Effect DC 20 Reflex save avoids; victim puts foot through floor and the character is considered prone
Duration Instantaneous

Disarm Disable Device DC 15

Hidden Tunnel Entrance: Requires a Search DC 22 to find from outside.

Girl's Diary: In the back amid the remains of a little girl's room complete with a collection of weather-beaten headless dollies, the characters can find (DC 18 Search) Rann's ancient diary in the Appendix (page 33).

Treasure: Amidst the dirt, filth, and bones in the cellar, characters can find (DC 20 Search) a sack full of mangled gold engagement rings (some few still wrapped about finger bones). The gruesome discovery is worth 800 gp.

The Sinking Tower

Encounter Level 5 (up to 8)

SETUP

The Tower has three standard entrances: the underground tunnel, the secret trapdoor in the roof guarded by two murders of fiendish crows (C), and the makeshift doors to area **T3** (which are stuck shut). If the Finns (F) survived encounter **A2** then they are hiding amid the foliage around the tower.

When the characters leave the clearing around the tower, read:

Before you, an old gray stone tower has sunk halfway into the marsh around it. Only the topmost stories reach outward from the surrounding gray muck. You can make out a large murder of evil-looking crows perching atop the tilted tower, cawing and eyeing you suspiciously.

As the characters approach, read:

A big stout door has been inexpertly bolted over what looks like an old balcony entrance, but even this looks disused. As you draw near, you hear a roar of wings that sounds like ocean waves followed by a deafening cacophony of caws as birds take flight.

Murder of Fiendish Crows (2) — CR 3

TM 87
hp 18 (4 HD); **DR** 5/magic

Fiendish swarm of crows
NE Tiny magical beast (swarm)
Init +6; **Senses** darkvision 60 ft., low-light vision; Listen +5, Spot +8

AC 14, touch 14, flat-footed 12
(+2 size, +2 Dex)
Immune critical hits, flanking, any spell or effect that targets a specific number of creatures
Resist cold 5, fire 5, half damage from slashing or piercing weapons
SR 14
Fort +4, **Ref** +6, **Will** +3

Speed 10 ft. (2 squares); fly 40 ft. (average)
Melee swarm (1d6)
Space 10 ft.; **Reach** 0 ft.
Base Atk +3; **Grp** —
Atk Options blinding, distraction, smite (+4 damage)

Abilities Str 1, Dex 15, Con 10, Int 3, Wis 14, Cha 6
SQ swarm traits
Feats Alertness, Improved Initiative
Skills Listen +5, Spot +8

Blinding (Ex) A creature damaged by a murder of crows must succeed on a DC 14 Reflex save or be blinded. The creature can regain its sight by healing the damage naturally, by any application of a *cure* spell or some other healing magic, or with a *remove blindness/deafness* spell. The save DC is Dexterity-based.
Distraction (Ex) Any living creature that begins its turn with a murder of crows in its space must succeed on a DC 12 Fortitude save or be nauseated for 1 round. The save DC is Constitution-based.
Smite Good (Su) Once per day the swarm can choose to deal an extra 4 points of damage against a good foe during a swarm attack.

Muc and Flogg Finn — CR 5

hp 63 (8 HD)

Male ogre rogue 4
CE Large giant
Init +1; **Senses** darkvision 60 ft., low-light vision; Listen +7, Spot +7
Languages Common, Giant

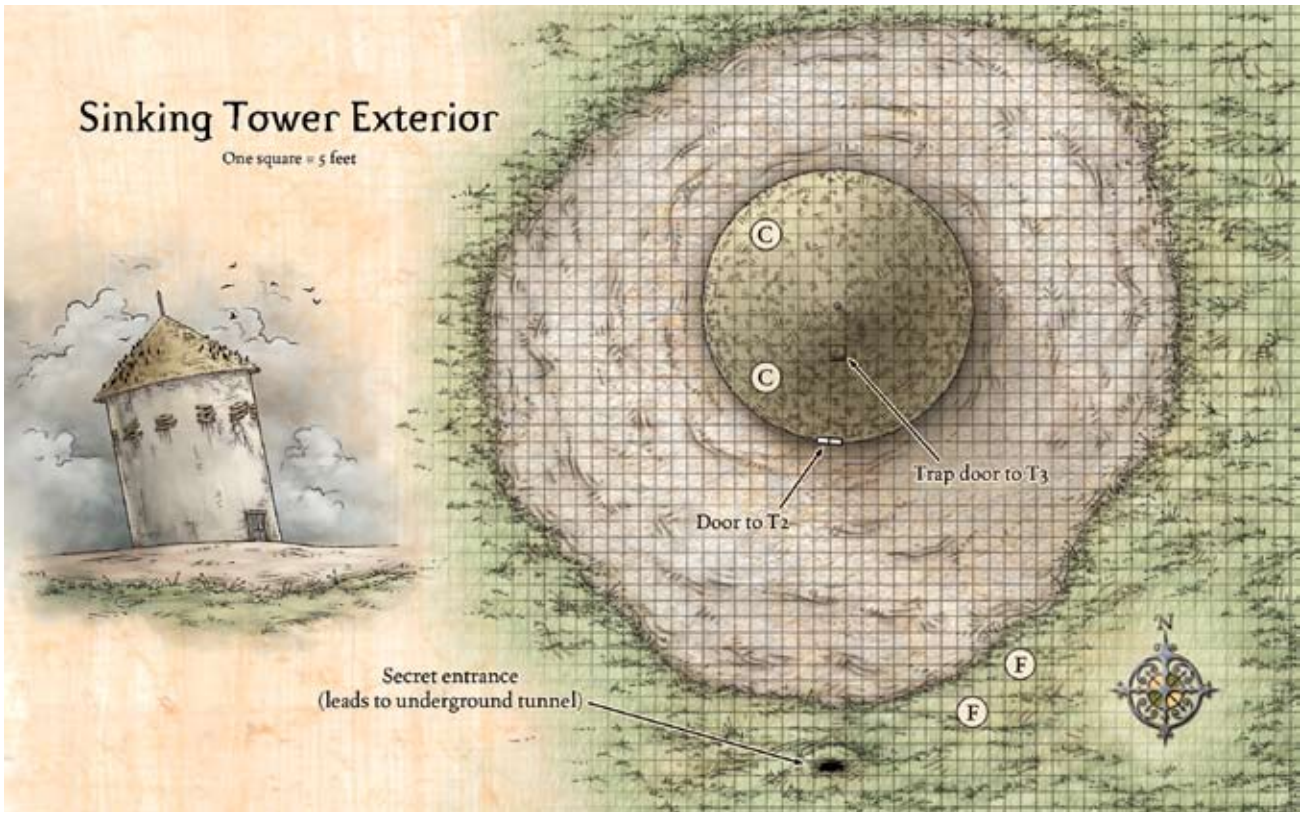
AC 20, touch 10, flat-footed 19; uncanny dodge
(+1 Dex, +4 armor, +6 natural)
Resist evasion
Fort +9, **Ref** +6, **Will** +2

Speed 40 ft. (8 squares)
Melee *+1 greataxe* +13/+8 (3d6+10/×3)
Ranged mwk throwing axes +7 (1d8+6)
Space 10 ft.; **Reach** 10 ft.
Base Atk +6; **Grp** +16
Atk Options sneak attack +2d6

Abilities Str 23, Dex 13, Con 18, Int 8, Wis 10, Cha 5
SQ trap sense +1, trapfinding
Feats Power Attack, Stealthy, Weapon Focus (greataxe)
Skills Balance +3, Climb +9, Hide +7, Jump +12, Listen +8, Move Silently +9, Speak Language (Common), Spot +8, Tumble +8
Possessions combat gear plus *+1 studded armor, +1 greataxe,* 4 masterwork throwing axes, *amulet of natural armor +1,* dagger, wicker doll

TACTICS

The crows dive down from the tower's roof as soon as the characters reach the base of the tower, and they use smite on their first attack. The fiendish nature of



the crows drives them to try to blind as many foes as possible first before singling out individual victims to claw to ribbons.

If either or both of the ogres are here, they target characters who have been blinded already or those not otherwise in the midst of melee with the crows. This time they fight to the death.

Features of the Area

The area has the following features.

Hidden Tunnel Entrance: Finding it requires a successful DC 25 Search check.

Jammed Door: Five years ago, this door actually worked, but the continued exposure to the weather without maintenance has caused it to jam shut. Most of the tower's inhabitants use the underground tunnel entrance.

Jammed Door: 3 feet thick; hardness 5; 20 hp; break DC 23.

Mud: Squares covered in gray mud cost 2 squares of movement to move into, and the DC of Tumble and Move Silently checks in such a square increases by 2.

Tower Exterior Walls: 5 feet thick, hardness 8, 450 hp (per 10-foot by 10-foot section), Climb DC 20.

Secret Trapdoor: Hidden under a section of roof tiles is a trapped door. It requires a second successful DC 25 Search check to find it from the outside.

Wyvern Arrow Trap **CR 6**

Description A small arrow springs forth from a spot hidden in the roof tiles.

Search DC 20; **Type** mechanical

Trigger proximity; manual reset

Effect Atk +14 ranged (1d8 plus poison, arrow); poison (wyvern poison, DC 17 Fortitude save resists, 2d6 Con/2d6 Con)

Duration Instantaneous

Disarm Disable Device DC 16

The Pit

Encounter Level 8

SETUP

Call for Spot and Listen checks as the characters move across the area.

Spot and Listen Checks

DC 10 Those who succeed hear the clatter of bones or see humanoid shapes pulling themselves free of the walls and floor.

When the PCs notice the mob, read:

All around you the shapes of fully formed mud-encrusted skeletons emerge. With eyes burning like red candles, their mouths open in a voiceless challenge, and their fleshless claws grasp for you.

Mob of Skeletons **CR 8**

hp 195 (30 HD); **DR** 5/bludgeoning

Human warrior skeleton mob[DMG2]
NE Medium undead (mob)
Init +0; **Senses** darkvision 60 ft.; Listen +0, Spot +0
Languages understands Common

AC 9, touch 4, flat-footed 8
(+1 Dex, +2 natural, –4 mob)
Immune ability damage (Str, Dex, Con), ability drain, bull rush, cold, critical hits, death effects, disease, electricity, energy drain, exhaustion, fatigue, flanking, grappling, mind-affecting effects, nonlethal damage, paralysis, poison, sleep, stunning, tripping, any effect that requires a Fortitude save (unless the effect also works on objects or is harmless), death from massive damage
Fort +11, **Ref** +12, **Will** +18

Speed 20 ft. (6 squares)
Melee mob (5d6+1 bludgeoning)
Space 20 ft.; **Reach** 0 ft.
Base Atk +15; **Grp** +28
Atk Options expert grappler

Abilities Str 13, Dex 13, Con —, Int —, Wis 10, Cha 1
SQ mob anatomy
Feats Improved Bull Rush [B], Improved Initiative, Improved Overrun [B]
Skills Listen +0, Spot +0

Expert Grappler (Ex) A mob can maintain a grapple without penalty and still make attacks against other targets. A mob is never considered flat-footed while grappling.

Mob Anatomy (Ex) This mob of skeletons consists of 48 individual skeletons (*MM* 140). A mob reduced to 0 hit points breaks apart into 19 or fewer (if skeletons were incapacitated or slain) skeletons. While in mob form, each skeleton slain or incapacitated imposes two negative levels on the mob. A mob that gains 30 negative levels breaks up as if reduced to 0 hit points. A skeleton mob takes half again as much damage (+50%) from spells or effects that affect an area, such as splash weapons and evocation spells.

CONCLUSION

If the mob is broken up (when reduced to 0 hit points, or after gaining 30 negative levels) the remaining skeletons return to the niches from which they sprung while those that are "destroyed" or have been shattered continue to shift about harmlessly on the floor. Two rounds later, a pair of skeletons returns bearing a gift in the form of the shield: *Morrowbound*, a *+2 heavy bone shield* (treat as a *+2 darkwood shield*). The mute skeletons then depart.

Features of the Area

The area has the following features.

Desecration: The area is treated as if under the effects of a *desecration* spell (CL 9). Charisma checks made to turn undead within the area take a –3 penalty, and undead creatures gain a +1 bonus on attack rolls, damage, and saving throws, which are reflected skeleton mob's stats above.

Illumination: There is no light source in this area. PCs must employ their own light sources or use senses such as darkvision (if they have them). Otherwise, they are effectively blind. The skeletons here rely on darkvision.

Shallow Water: It costs 2 squares of movement to move into a (light blue) square with shallow water (roughly 1 foot deep), and the DC of Tumble and Move Silently checks in such squares increases by 2.

Deep Pool: These (dark blue) squares have approximately 4 feet of standing water in them and it costs Medium or larger creatures 4 squares of movement to move into, or characters can swim if they wish. Small or smaller creatures must swim to move through a square containing a deep pool. Tumbling is impossible in a deep pool. The

DC of Move Silently checks in such squares increases by 2. The water in a deep pool provides cover for Medium or larger creatures. Smaller creatures gain improved cover (+8 bonus to AC, +4 bonus on Reflex saves). Medium or larger creatures can crouch as a move action to gain this improved cover. Creatures with this improved cover take a –10 penalty on attacks against creatures that aren't also underwater.

The Second Floor: Twenty feet above the floor, the remnants of a second story (area **T1B**) cling to the inside of the tower. Characters who fail their Reflex saves and tumble through the rotting wood floor in area T2 have the opportunity to make a DC 25 Climb check as they pass through area **T1B**. Characters who succeed grab hold of the outcropping and end their fall; they can then haul themselves to safety. Note that they still take 2d6 points of damage for the 20 feet they did fall. Less lucky PCs who fall all the way land in shallow water and awaken the skeletons.

Common Room

Encounter Level 6

SETUP

The ogres in this room are involved in their game unless the PCs were noisy. In the former case, read:

Squat shadows loom ahead. A rattling sound is followed by a clatter, and then by a roar of triumph.

3 Ogres: Dunn, Frak, and Loom **CR 3**
hp 29 each (4 HD)

CE Large giant
Init –1; **Senses** darkvision 60 ft., low-light vision; Listen +2, Spot +2
Languages Giant

AC 16, touch 8, flat-footed 16
(–1 size, –1 Dex, +3 armor, +1 natural)
Fort +6 **Ref** +0, **Will** +1

Speed 30 ft. in hide armor (6 squares); base speed 40 ft.
Melee greatclub +8 (2d8+7)
Ranged tanglefoot bag +1 ranged touch (*PH* 128) or
Ranged javelin +1 (1d8+5)
Space 10 ft.; **Reach** 10 ft.
Base Atk +3; **Grp** +12
Combat Gear tanglefoot bag

Abilities Str 21, Dex 8, Con 15, Int 6, Wis 10, Cha 7
Feats Toughness, Weapon Focus (greatclub)
Skills Climb +5, Listen +2, Spot +2
Possessions combat gear plus hide armor, greatclub, 3 javelins, wicker doll

TACTICS

If the ogres hear the PCs coming, two of the three toss tanglefoot bags at the first target, while the third attacks with his greatclub. Otherwise, they are sitting around on the crates throwing dice when the party arrives. The ogres fight to the death to protect Groa, who they call "Mum."

DEVELOPMENT

The floor is weak in one 10-by-10 section, as indicated on the map. Any PC who falls through ends up in area T1.

CONCLUSION

On top of the crates is the ogres' treasure: 400 gp, a fist-sized chunk of amber (100 gp), and a scroll inscribed with two divine spells (*undetectable alignment* and *zone of truth*).

Features of the Room

The room has the following features.

Illumination: A hooded lantern sits on the floor near the center of the room, illuminating the area.

Jammed Door: The damp has warped this door (3 ft. thick; hardness 5; 20 hp; break DC 23).

Weak Floor Hazard **CR 4**
Description The weak floor in the marked area gives way abruptly, opening up a bad fall to the area beneath.
Search DC 25; **Type** mechanical

Trigger location; repair reset
Effect 40-ft. (4d6, fall) overall; see secondary effect; Reflex DC 20 avoids; multiple targets (triggering creature plus adjacent; first 100 pounds sets it off).
Secondary Effect A PC who falls can attempt a DC 25 Climb check to catch hold of the **T1** ledge 20 feet below (2d6, fall). Those who fail this check fall into the shallow waters of area **T1** (4d6, fall)
Duration Instantaneous

Disarm Disable Device DC 17

Groa's Lair

Encounter Level 9

SETUP

Groa (G) is probably aware of the presence of the characters before they reach her lair. By the time they arrive she is well prepared to greet them, along with her animal companion Blackjaw (B), her pet wolves (W), and the nearly fully transformed Autumn (A).

When the PCs enter the room, read:

Amid this mixed laboratory and living space stands a grim, green-skinned hag with clever eyes, wild hair, and a wolfish smile. Before her stands a woman—a young woman judging by her hands, since her face is covered in an opaque black veil.

Groa **CR 8**

hp 96 (15 HD)

Green hag[MM] druid 6
CE Medium monstrous humanoid
Init +3; **Senses** darkvision 60 ft.; Listen +15, Spot +15
Languages Common, Giant, Sylvan

AC 26, touch 13, flat-footed 23
(+3 Dex, +13 natural*)
SR 18
Fort +12, **Ref** +1, **Will** +17

Speed 30 ft. (6 squares); swim 30 ft.
Melee 2 claws +16 (1d4+3)
Base Atk +13; **Grp** +16
Special Actions weakness (+16 melee touch, 2d4 Str damage Fort DC 18), wild shape (small or medium animals only 2/day)
Druid Spells Prepared (CL 6th):
3rd—*dominate animal* (DC 19), *greater magic fang†*, *poison* (DC 19)
2nd—*barkskin†*, *chill metal* (DC 18), *spider climb†*, *summon swarm*
1st—*cure light wounds*, *obscuring mist*, *produce flame* (+16 ranged touch), *speak with animals*
0—*detect magic*, *guidance*, *mending*, *resistance*
Spell-Like Abilities (CL 9th):
At will—*dancing lights*, *disguise self*, *ghost sound* (DC 12), *invisibility*, *pass without trace*, *tongues*, *water breathing*
Combat Gear *potion of cure moderate wounds* (2), *potion of owl's wisdom†*
†Already cast/used.

Abilities Str 16, Dex 16, Con 14, Int 15, Wis 22, Cha 14
SQ animal companion, mimicry, nature sense, resist nature's lure, trackless step, wild empathy +8, woodland stride
Feats Ability Focus (weakness), Blind-Fight, Brew Potion, Great Fortitude, Skill Focus (Craft [alchemy]), Stealthy
Skills Concentration +14, Craft (alchemy) +10, Craft (basketweaving) +4, Diplomacy +9, Handle Animal +8, Hide +12, Knowledge (local) +8, Knowledge (nature) +10, Listen +15, Move Silently +5, Spellcraft +9, Spot +15, Survival +11 (+13 in aboveground natural environments), Swim +18
Possessions combat gear plus wicker doll

Weakness (Su) Groa can weaken a foe by making a special touch attack. The opponent must succeed on a DC 18 Fortitude save or take 2d4 points of Strength damage. The save DC is Charisma-based.
Mimicry (Ex) A green hag can imitate the sounds of almost any animal found near its lair.
Skills A green hag has a +8 racial bonus on any Swim check to perform some special action or avoid a hazard. It can always choose to take 10 on a Swim check, even if distracted or endangered. It can use the run action while swimming, provided it swims in a straight line.
*With *barkskin* (+2)

Blackjaw **CR —**

hp 45(6 HD)

Wolf animal companion
N Medium animal (augmented)
Init +7; **Senses** darkvision 60 ft., low-light vision, scent; Listen +3, Spot +3

AC 19, touch 13, flat-footed 16
(+3 Dex, +6 natural)
Resist evasion
Fort +8, **Ref** +8, **Will** +3

Speed 50 ft. (10 squares)
Melee bite +7 (1d6+2)
Base Atk +4; **Grp** +6
Special Actions trip, tricks (come, defend, hunting, guard)

Abilities Str 15, Dex 17, Con 16, Int 2, Wis 12, Cha 6
SQ devotion
Feats Improved Initiative, Improved Trip, Track[B], Weapon Focus (bite)
Skills Hide +5, Listen +3, Move Silently +6, Spot +3, Survival +3 (+7 track by scent)
Possessions beads and a wicker doll woven into a

hemp collar

Tricks Blackjaw has been trained in the following tricks and purposes (*PH* 74): come, defend, hunting, guard.

Trip (Ex) If Blackjaw hits with a bite attack, he can attempt to trip the opponent (+6 check modifier) as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the wolf.

3 Wolves: Blackjaw's Pack CR 1

hp 13 (2 HD)

N Medium animal
Init +2; **Senses** darkvision 60 ft., low-light vision, scent; Listen +3, Spot +3

AC 14, touch 12, flat-footed 12
(+2 Dex, +2 natural)
Fort +5, **Ref** +5, **Will** +1

Speed 50 ft. (10 squares)
Melee bite +3 (1d6+1)
Base Atk +1; **Grp** +2
Special Actions trip, tricks (hunting)

Abilities Str 13, Dex 15, Con 15, Int 2, Wis 12, Cha 6
Feats Track [B], Weapon Focus (bite)
Skills Hide +2, Listen +3, Move Silently +3, Spot +3, Survival +1 (+5 track by scent)
Possessions beads and a wicker doll woven into a hemp collar

Tricks The wolves have been trained in the following tricks and purposes (*PH* 74): hunting.

Trip (Ex) If a wolf hits with a bite attack, he can attempt to trip the opponent (+1 check modifier) as a free action without making a touch attack or provoking an attack of opportunity. If the attempt fails, the opponent cannot react to trip the wolf.

Autumn Wren (nearly transformed) CR 4

DMG2 158
hp 8 (2 HD)

Female abysmally wretched[DMG2] half-elf sorcerer 2
N Medium humanoid (half-elf)
Init +0; **Senses** low-light vision; Listen +1, Spot +1
Languages Common, Giant, Sylvan

AC 14, touch 10, flat-footed 14
(+4 shield*)
Immune sleep
Fort +1, **Ref** +0, **Will** +4
*From *shield*.

Speed 30 ft. (6 squares); swim 30 ft.
Melee dagger +0 (1d4–1)
Base Atk +1; **Grp** +0
Special Actions abysmally wretched

Sorcerer Spells Known (CL 2nd):
1st (5/day)—*magic missile, shield*†
0 (6/day)—*acid splash, detect magic, read magic, touch of fatigue* (DC 12), *resistance*†
†Already cast.

Abilities Str 8, Dex 10, Con 12, Int 14, Wis 13, Cha 15
SQ summon familiar (Malphaset, a black cat currently in hiding)
Feats Skill Focus (Knowledge [arcana])
Skills Bluff +6, Concentration +5, Craft (drawing) +6, Knowledge (arcana) +9, Listen +1, Search +2, Spellcraft +6, Spot +1
Possessions *sea hag's pearl,* wicker doll

Abysmally Wretched (Su) As she transforms into a sea hag, Autumn's once fine features have become a dripping mockery. Any creature within 30 feet that looks at her uncovered countenance must make a saving throw (DC 13) or become nauseated for 1d4 rounds. Thereafter, the affected creature can look at her without ill effects. Autumn can affect up to two people each day with this ability. The closest characters are affected first, and those with the lowest Hit Dice before those with higher Hit Dice.

TACTICS

If Groa hears the PCs coming, she prepares by casting the following spells and effects: *spider climb, barkskin, greater magic fang* (on Blackjaw), *guidance,* and *resistance.* She stands just behind the hooded Autumn forcing the characters to go through the girl to get to her. If given the opportunity, she converses with the party, which allows invisible wolves nearby time to quietly surround them. Any mention of Rann brings a sneer of disgust. If the characters inform her that they have killed Lonni, she laughs and says "Touched by the beast was my sweet little sister. I would have had to have done it eventually myself. Oh, but it seems you've put us back at two again, but I've got patience to wait for another!" She then offers any obvious (female) spellcasters a chance to join her covey. If they refuse, she says, "More's the pity." Then she gives the sign for her wolves to attack. If driven below 30 hit points, she tries to escape unless she is obviously winning.

Autumn, now nearly transformed into a sea hag, uses her magic in defense of her "big sister." She casts *shield* on herself before combat begins. Groa pulls Autumn's hood back once the fight begins, hoping to incapacitate the characters closest to Autumn with her abysmally wretched appearance.

MAGIC ITEM: SEA HAG'S PEARL

The *sea hag's pearl* is a large pearl bound in a gold setting usually hung from a necklace. The pearl's powers affect only Medium humanoids. Wearers able to cast spells gain the ability to do so at +1 caster level strength. The *sea hag's pearl* is cursed with the power to turn its wearer into sea hag as per the spell *shapechange*, but with permanent duration and no Hit Die limit. Each day after the first that a character wears the *sea hag's pearl*, she must make a Fortitude save (DC 19). A failed save means the character has taken one step closer to becoming a sea hag as her skin yellows and warts emerge. For 24 hours following a failed save, the wearer experiences waking dreams as her thoughts become more haglike. During this period, the wearer can take single actions only (like a zombie; *MM* 266). A wearer who fails three (nonconsecutive) checks permanently becomes a standard (3 HD) sea hag of chaotic evil alignment (*MM* 144), losing any previously held class abilities but retaining nonphysical attributes and skills. Only a *miracle* or *wish* can revert a fully transformed character back to her original form. A wearer who is only partially transformed (failed one or two Fortitude saves) can also reverse the process by destroying the *sea hag's pearl* that caused the initial transformation.

In *Eberron* the Daughters of Sora Kell use sea *hag's pearls* as recruiting devices and target dissatisfied female spellcasters and artificers whose skills and knowledge are in high demand in Droaam.

Strong transmutation; CL 17; Craft Wondrous Item, bestow curse, shapechange, pearl worth at least 1,000 gp; Price 10,000 gp.

Features of the Room

The room has the following features.

Alchemy Lab: A complete alchemy lab could be cobbled together from the contents of the room. In addition, on the tables, characters can find two jars of antitoxin, two vials of acid, a container of alchemist fire, a smokestick, a thunderstone, a box of 20 tindertwigs, a *potion of greater magic fang +2*, a *potion of cure moderate wounds*, a *potion of owl's wisdom*, and a sealed *flask of curses*. All the chemicals are unmarked.

Illumination: The arrow slits that ring the walls of the topmost floor have been boarded up. As a result, Groa set up a quartet of permanent *dancing lights* (CL 9th) that move about the rafters. The lights are not especially strong and provide only shadowy illumination to the area.

APPENDIX: RANN'S JOURNAL (AREA A5)

Most of the pages in Rann's childhood journal have been damaged to the point of being illegible by exposure to the elements. Aside from some crude drawings (especially when compared to Autumn's) depicting a tall gray woman in a red-splattered white dress and a picture of three female figures holding hands (Groa in disguise on one end, Lonni on the other, and Rann in the center) there are only a few legible fragments, including those below.

A successful DC 22 Knowledge (local) check reveals that Marcos Wreed, Gracelle Cupric, and Mrs. Henchal (the matron of the orphanage back then) all died under mysterious circumstances thirty years ago. Consulting with the families of the victims proves to be useless, and it results in stony silence followed by a demand that the PCs never darken their door again.

I told Mrs. Henchal about Big Sister, but she doesn't believe me. She just whooped me for fibbing. Bit I know Big Sister is real. . . .

Most miserable day ever. Marcos the boy I liked, the one I told you about a few pages ago, is just like the rest only meaner. He lied when he said he would go to the Solstice Dance with me. He just stood there and lied. And Gracelle was there with him and everyone else laughing at me. I hate them all. I wish they all died. Big Sister says that they deserve it, but I'm so scared ... I wish my folks were still alive....

Everyone wants to kill me—even Mrs. Hench! I had to run. They say I'm a witch. And I think I am one too. I can move things and make fire. I'm evil....

I skinned my knee on some roots and was crying when Big Sister found me. She's like this old lady (when you can see her), but she somehow reminds me of mom. She gave me this necklace with a big pearl —it's real pretty —and she took me to her house in the swamp. It was real scary with the wolves and the blackbirds and all, but the scariest was her sister. She's called Lonni and she's real tall and pale like a drowned person. She has these teeth like....

Big Sister lives in a magic castle to the Northwest. She says that one day she will take me there.

Episode 2

The Dungeons of Greenbrier Chasm

by James Wyatt

Last time, we walked through the process of creating a starting area for my . . . er, your first 4th Edition campaign. We created the troubled village of Greenbrier and came up with ideas for a few adventure spots nearby: Tower Watch, Harrows Pass, and Greenbrier Chasm. We decided that Greenbrier Chasm would be the starting dungeon, so that's where we're turning our attention this month.

I haven't actually pulled my next gaming group together yet. Presumably, you have a better idea of who's in your group and what they enjoy in a **D&D** game. That's actually our first consideration in thinking about the dungeons of Greenbrier Chasm. If you could call your group of players "slayers" -- the kind of people who come to the game table from work or school ready to lay some smackdown on whatever monsters stand between them and treasure -- you have a pretty easy job. Just draw or find a dungeon map and start populating it with said monsters and treasures.

Assuming that your players have some interest in story and social interaction within the game, though, we're going to go a little deeper into the story of Greenbrier Chasm. That means we must first make some decisions about what happened to create it.

You might think about that question from a couple of different angles. Was the opening of the chasm a goal -- someone set out to open it in order to access the dungeons below -- or a side effect of a larger plan? Maybe it was an earthquake, or maybe a not-so-natural disaster. Or instead of someone on the surface opening the chasm to get inside, perhaps someone in the dungeons broke free, or created an opening to the outside world.

Last month, we discussed the idea that the opening of the chasm was connected to the burning of the nearby forest. So let's take that idea of something breaking out of the chasm and run with it. Deep in the ancient ruins of Greenbrier Chasm, something was bound by powerful magic. After centuries of slumber, something happened -- maybe an earthquake broke the circle of binding that held it imprisoned, or maybe it simply served its sentence of 1,001 years. Whatever it was, the creature exploded up from the earth, creating the chasm, and rampaged off into the wilderness, burning the forest to cinders at the same time. The burning suggests that we might be looking for some kind of entity of fire, but we'll leave the nature of the prisoner aside for the moment.

What I like about this angle to the story is that it suggests a long-term campaign goal -- hunting down whatever creature was imprisoned there and either killing it or returning it to its prison. That's not something the characters might even think about until they're into the epic levels, but I can work seeds of that idea into even the very first adventures of my campaign. So I'm going to hold on to the question of the nature of the beast until I have a better idea of what sorts of themes I want to explore in my campaign.

Fortunately, I've had one of those ideas bouncing around in my head for the last couple of days. I was moving my **D&D** books from one room of our house to another, and my eye fell on *Lords of Madness*: *The Book of Aberrations*. I love that book -- it's one of my favorite 3rd Edition books I didn't write. I like aberrations, I like the themes of madness and the corruption of nature they suggest, and I like the Lovecraftian edge they bring to the game, while remaining distinctly **D&D**.

I also really like the organizations and prestige classes dedicated to fighting aberrations: the nature-focused Circle of the True, the psionic-themed Society of the Sanctified Mind, the holy Topaz Order, and the lone-wolf keepers of the Cerulean Sign. Cool anti-aberration organizations with really cool names . . . and very easy to loot for a 4th Edition campaign, even without making use of the specific mechanics attached to the prestige classes.

So I'm going to fill the deeper dungeons of Greenbrier Chasm with aberrations. The 4th Edition *Monster Manual* doesn't have much in the way of low-level aberrations, though, so I'll have to get creative. But I'll definitely hold on to the idea that the lower reaches of the

chasm provide entry into more dangerous levels of the ruins, which I
can populate with mind flayers and aboleths and other higher-level aberrations. As the characters approach paragon levels, I can start to introduce foulspawn and carrion crawlers, but for now aberrations are a bit out of reach.

This is telling me that Greenbrier Chasm has a lot of potential for adventuring through the life of the campaign. Probably, the characters' adventures will take them away from Greenbrier for a time, but that can be a really rewarding aspect of a campaign: The characters leave their home town and go off to grand adventures, then come back home as powerful heroes and face new threats back in their very first dungeon. That will be great, when the time comes.

So what do I do during the character's first few levels? As I said before, I get creative. The *Monster Manual* is full of low-level monsters, from the usual kobolds, goblins, and orcs to stranger fare such as kruthiks and needlefang drakes. There's nothing that really screams "aberration" at me, except maybe the kruthiks, but sometimes it's all in the perception. Let's say that whatever hideous aberration was imprisoned in the depths of Greenbrier Chasm tainted the upper reaches of the dungeons as well, corrupting the creatures that made their homes there. So I can use kobolds and goblins, but these will be warped kobolds and goblins, twisted into horrible mockeries of their original forms. (What makes an aberration an aberration? The answer is largely cosmetic.) Just changing the appearance of these monsters will make them seem strange and alien, giving the players a clue about the dangers lurking farther below. At some point, maybe I'll either modify a hobgoblin stat block or reduce the level of one of the foulspawn in the *Monster Manual* to make a major opponent for a climactic battle.

So far, then, I have an origin story for the chasm itself (which might come out in local legends), an idea of a really broad arc for the whole campaign, and some starting ideas for the first excursion into the chasm, and the kind of monsters the characters might face there.

What Is Your Quest?

I have a story background, and I have monsters to kill. One thing I lack is a story for the actual adventure. I don't mean a narrative of the adventure's events -- my players will write that as they play through the adventure. I mean some idea of what draws the characters into the adventure and what they're trying to accomplish. In 4th Edition, the characters' goals come wrapped in the handy mechanical wrapper of quests.

What brings the characters to Greenbrier Chasm?

For reasons I'll soon make clear, I want to steer clear of the clichéd idea that the denizens of the dungeon have been raiding outlying farms or ambushing caravans. So a couple of alternative ideas are bubbling around in my mind (partly inspired by looking at the 4E *Dungeon Master's Guide*'s list of adventure seeds).

- Rather than monsters or raiders coming out of the chasm, weird, alien energies are spreading out from it, warping crops and twisting animal life. Then a calf is stillborn in a farmstead near the chasm, its body equally corrupted. That's enough to spur the town into action, before the Depravation (as they call it) spreads into humans.

- It's a tradition in the town that in order to be recognized as an adult, a young person must spend the night in a place of danger. In the old days, youths would sleep in a dark part of the forest, but since the burning of the forest, Greenbrier Chasm has been the dangerous location of choice. Most people come back to the village alive, but then, most of them sleep on a ledge near the top of the chasm. When the PCs (as a group) undergo their rite of passage, they see strange lights in a cave mouth just below them. If that fails to lure them into the dungeon, some warped goblins come out and attack.

- An ancient prophecy known to the village elders (or one crazy old priest of Pelor) describes the events surrounding a solar eclipse. The eclipse is due to occur in a few months, and the prophecy contains dire warnings about what will happen if a particular ceremony is not performed on the day of the eclipse. The problem is, the prophecy dates from the time when the dungeons in the chasm were inhabited, and the ceremony has to be performed there. The characters are handed a dusty old scroll and some ritual materials, and off they go into the dungeons, the fate of the village in their hands!

There are three ideas off the top of my head. I'm least enthusiastic about the second one, but if I wanted to, I could combine all three. Let's try this:

Most or all of the characters are approaching their rites of passage. There's some debate among the villagers about whether to perform the rites this year or not, because of the weird energies that seem to be emanating from the chasm. Perhaps the PCs join in this debate. But one additional factor is that one member of the party -- someone with ties to the crazy old priest of Pelor -- has another reason to enter the dungeons. He's going in to perform the ritual. Maybe he doesn't want to tell the others about it, or maybe it's an important point in the ongoing debate. The result, at any rate, is that the PCs enter the dungeons, intending to spend the night, perform the ritual in the morning, and emerge afterward, hopefully in one piece.

Now the characters have a good story reason for entering the dungeons. Here's the catch: The PCs enter the dungeon, kill some of its inhabitants, perform their ritual, and leave. Naturally, that angers the other denizens of the dungeon, and they launch some raids into the village and farms. So we do actually reach the cliché, but now the PCs have a really good, personal reason for stopping the raids: the raids are, essentially, their fault.

Mapping the Dungeons

True confessions time: I hate drawing dungeon maps. So here's where I come back to a recurring theme in these articles: creative theft. For this article, I was lucky enough to have the fabulous Chris West draw a map for me. If it weren't for that, I would be digging through old adventures or looking at *Maps of Mystery* to find a pretty basic, straightforward dungeon map. I'd copy it, and then pull out the big magic marker.

If you can find a map that's perfectly suited to your needs, by all means use it. But if you can't, don't feel like your only choice is to draw one from scratch. That's why I call it creative theft -- I'm stealing, as it were, using a map drawn for some other purpose. But I'm using my own creativity to stitch it into the patchwork campaign I'm creating.

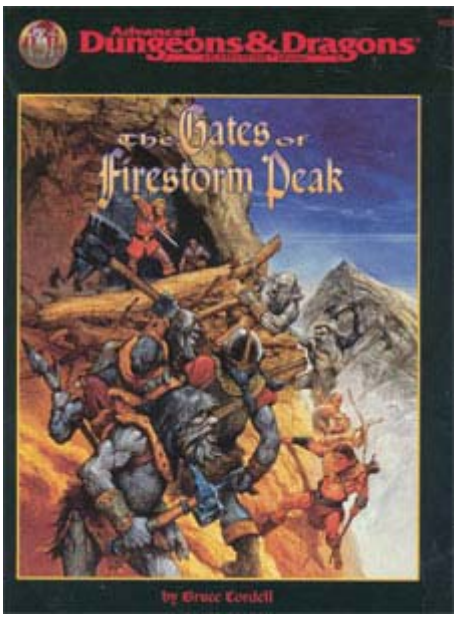
In this case, I'm going to interrupt this dungeon with Greenbrier Chasm. I'll take a magic marker and look for just the right place to draw a long, wide gash, right through the middle of the dungeon. That should leave a lot of cave entrances on both sides of the chasm where the gash cut through chambers and corridors. Already this is looking like a map that's unique to this adventure.

As I think about this, I decide I want the chasm to be a part of the adventure as well -- I won't just send the characters into the dungeon and keep them there until they're done. So I want some of those cave entrances to be dead-ends -- to lead into small areas of chambers and tunnels that go nowhere. They'll be self-contained encounter areas, and the PCs will have to travel through the chasm to get between them. So, marker in hand, I start coloring in some passageways to block corridors that link sections of the dungeon. At the same time, I want to make sure I have room for future expansion. I'm going to add some passages going off the edge of the map, as well as some stairs leading down. I can also, if I need to, create connections between different areas that would otherwise be cut off by the chasm, though I'll only do that if I need to bring some rooms together into a larger encounter area.

Speaking of encounter areas, here's something I learned while working on last year's *Expedition to Castle Ravenloft* adventure. When you're working with an existing map, particularly a map from an older adventure (like the original *Ravenloft* adventure), you need to train yourself to approach the map from a different perspective than that of the original cartographer and adventure designer. A 20-foot by 30-foot featureless room was a perfectly reasonable encounter area in those days, but it's just not any more. Most 3rd Edition encounters, and especially 4th Edition encounters, play a lot better in larger areas. But that doesn't mean you can't use old maps -- quite the contrary, actually. I found that some of the most interesting encounter areas in Castle Ravenloft were places where I grouped three or four rooms together to form a single encounter. The PCs barge into one room and start fighting there, and either the noise attracts monsters from another room, or some of the monsters in the first room retreat into the hallway or circle around to other doors. Multiple rooms means lots of cover, lots of movement, and combat on multiple "front lines," all of which make for more dynamic and interesting encounters.

Encounter design, though, is still a few steps away. Next time, we'll do a little more exploring into the idea of a campaign arc, and think about the various forces acting on the region of Greenbrier.

The Idea File



This is a great time to mention one of a DM's essential tools: some kind of notebook or electronic file to hold the random ideas that come into your head at strange times. I bring it up because I have two more ideas bouncing around in my head that I'm filing away for future reference. I want to have those written down somewhere, or else I'll forget them. Guaranteed. I'll leaf through my notebook once in a while, especially when I'm looking for inspiration.

The first idea is directly relevant to the campaign I'm building around Greenbrier Chasm, and it has to do with another older **D&D** product I want to loot: *The Gates of Firestorm Peak*, a late-90s adventure written by Bruce Cordell. This adventure more or less introduced the Far Realm to the **D&D** cosmology, and Bruce has had a reputation (or at least his creations have!) for slime and tentacles ever since. So clearly it would fit in with the aberrations theme I've started building. At some point, I'll want to work that adventure into this campaign, or an adaptation of it. Maybe I can tie it in with the Harrows Pass I scrawled on my map last time.

The second idea is something that popped into my head while my son was watching TV at his grandmother's house. I don't really know what he was watching, but it sparked the idea of a campaign world that's entirely underground, with civilized population centers on the upper levels and different dungeon complexes on deeper levels. Something about the verticality of that environment appeals to me -- it's sort of like an underground Sharn, *Eberron*'s City of Towers. I like the idea that going on an adventure doesn't mean trekking across the wilderness to some remote ruins; instead it means descending once more into the depths below your home to prevent the latest threat from working its way up from the darkness. That's a setting that takes the "points of light" idea of the **D&D** world to its extreme conclusion. In theory, I could add a city-dungeon like that to my Greenbrier campaign, but I suspect it would work better if I built

the whole campaign around it. So I'll file it away in the Idea File.

***Next time**: The campaign arc for Greenbrier Chasm!*

About the Author

James Wyatt is the Lead Story Designer for **D&D** and one of the lead designers of **D&D** 4th Edition. In over seven years at Wizards of the Coast, he has authored or co-authored award-winning adventures and settings including the *Eberron Campaign Setting*, *City of the Spider Queen*, and *Oriental Adventures*. His more recent works include *Expedition to Castle Ravenloft*, *Cormyr: The Tearing of the Weave*, and *The Forge of War*. His second Eberron novel, *Storm Dragon*, releases this month.

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Episode 3

The Campaign Arc

by James Wyatt

One of the points I stressed in the first of these articles is that there's no point in preparing a world that's larger than the characters will ever see. It works just fine to start small and let the world grow naturally out from that area as the characters travel more widely. I still think that's true, as far as designing the world goes.

When it comes to planning the campaign as a whole, though, you can get a lot more benefit out of some advance preparation. I'm not talking about planning out every adventure the characters will have over the course of thirty levels before they set foot in their first dungeon, but instead I mean just sketching out the general arc of the campaign. Where does it start, what are some of the points in the middle, and where and how will it end? If you can make that outline early on, you'll have an easier time both planning adventures as the campaign progresses and planting seeds for future adventures as you go.

The work I've done so far has given me a pretty good idea of how I'm starting my campaign, which is by having it begin in the village and dungeons of Greenbrier, and it has helped me figure out some of the theme and flavor elements I want to highlight in the course of the campaign -- aberrations a la *Lords of Madness* and *The Gates of Firestorm Peak*. And in thinking about the origin of Greenbrier Chasm last time, I came up with the thought that the epic-level player characters in my game might some day fight whatever fiery entity escaped from the chasm and either destroy it or return it to its prison. I also talked about the idea of having the characters explore some of the chasm in their lower levels, then return when they're of an appropriate level to fight some of the other aberrations I want to add to it. So I started to sketch out a campaign arc.

Now we're going to flesh it out a little bit. I'll start by putting what I have into something like an order:

- **Level 1:** The rite of passage/solar eclipse ritual idea I sketched out last time. Then the monsters start raiding the farms, and the characters go back into the dungeon to stop the raids.

- **Level 10ish:** Back into Greenbrier Chasm to fight foulspawn. (The foulspawn in the *Monster Manual* range from level 8 to level 12.) A level 14 mind flayer would be a good major villain at that point.

- **Paragon Tier:** *The Gates of Firestorm Peak*. The original adventure was designed for character levels 5 to 8, but that seems low for the scope of the adventure. Since I'll be designing all the encounters afresh anyway, I'll probably put this in the mid-paragon tier. Heck -- as written, it's 123 rooms; it could theoretically *fill* the paragon tier, at about 10 encounters per level. Of course, there are some empty rooms in the dungeon, but it's an interesting thought.

- **Epic Climax:** Fight the fiery aberrant creature that escaped from the chasm and burned the forest.

That's a start to a pretty strong campaign arc heavily flavored with aberrations. Seeing it laid out like that, two gaps occur to me. First, I want to get one or more of the cool aberration-hunting organizations from *Lords of Madness* involved in the campaign. I might want to design paragon paths associated with these organizations and present them to my players as options, which means I'll need to introduce the players to the organizations before they hit 11th level. I'll make a note to work that into their adventures about the time they're returning to Greenbrier Chasm -- the organizations could send them back to the chasm, or the PCs could learn about the organizations as they explore the chasm. Either way works.

Second, I want to bring the characters down into Greenbrier Chasm for a third visit, probably at the high paragon or low epic levels. Aboleths occupy the high paragon levels these days, so they seem like an appropriate threat for when the characters explore the deepest reaches of the chasm.

With these gaps tightened up a bit, I feel like I have the bare-bones outline of a grand story laid out here: young characters from the backward village of Greenbrier face horrible aberrations, seal the Vast Gate and shut off the Far Realm influence creeping through it, and ultimately defeat the horrible aberration that escaped from Greenbrier Chasm.

Organizations

So I've sketched out a story that makes fighting aberrations a major part of the campaign. One of the things that led me there was the cool organizations in *Lords of Madness*, so let me take a few minutes to think about those and how I want to use them in my game. That book features three main organizations devoted to fighting aberrations, plus a fourth tradition (the keepers of the Cerulean Sign) that fills a similar role. I'll adapt each one to my campaign -- the point being that this is a region of the world that has been profoundly influenced by the presence of aberrations, and these organizations have arisen to help protect civilization from their depredations. Ultimately, though, the player characters have to be the ones who protect civilization from the threats I have in mind, so I want these organizations to serve primarily as resources for character development. In *Lords of Madness*, under the 3.5 rules, each organization is associated with a prestige class. I'll probably end up translating some of these ideas into paragon paths or feats that the characters in my campaign can take when they get acquainted with these organizations. They'll help the players customize their characters in ways that make them particularly effective against aberrations, and let them feel more like a part of the ages-long struggle that has defined so much of the history of this region.

The Circle of the True takes the side of nature against the aberrant forces that corrupt and destroy it. Many of its members are druids, rangers, and others with strong ties to the forces of nature. When *Player's Handbook 2* comes out, I might expand that to include fey as well as other classes that use the primal power source. I'm also going to steal a bit from *Eberron* here and merge the Gatekeepers -- the druidic sect of Eberron that long ago defended the world from the intrusion of the aberrant daelkyr -- into the Circle of the True. Most of the old Gatekeeper traditions have been absorbed into the more modern organization, but orcs out in the wilds still preserve the pure Gatekeeper way. These orcs aren't necessarily any friendlier to the player characters than any other orcs, but this creates the possibility for an uneasy alliance between a player character member of the Circle and an orc Gatekeeper, as they work together to seal a Far Realm portal (such as the one in Firestorm Peak).

The Society of the Sanctified Mind stands in opposition to psionics-using aberrant creatures, and includes many psionic characters as well as members of other classes. With psionics not yet a big part of the game, I could decide to leave this organization out of the picture for the time being. Or I could tie it to the goddess Ioun, and recast it as a scholarly, almost bookish society that's a little farther removed from the front lines of the battle against aberrations in the region. However, they're the ultimate resource for lore about all types of aberrations. Ioun is also the goddess of prophecy, which has me thinking about weaving prophetic themes through the campaign as well -- if nothing else, the Society might have access both to the histories of how the aberration was bound beneath what would become Greenbrier Chasm and to prophecies regarding its escape and eventual destruction.

The Topaz Order is a holy knightly order dedicated to protecting the civilized races from aberrant monster races. Though it's devoted to Heironeous in *Lords of Madness*, I can easily expand it into a religious order that venerates Bahamut, Moradin, and Pelor. Based on what I already know about Greenbrier, the Topaz Order is probably the organization with the most direct influence in the village and the surrounding area, and the organization the characters are most likely to encounter first.

Keepers of the Cerulean Sign are lone individuals who oppose the twisted cults that revere aberrations in the shadows of civilized society. I don't think these guys will be a huge part of the campaign, but maybe there is a cult of aberration-worshipers in Lake Town. The characters could enlist the aid of a keeper in combating that threat in the city, or the keeper could recruit them. I used a cabal of mad alienist sorcerers in my 3rd Edition adventure *The Speaker in Dreams* -- maybe I could steal elements from that adventure when the time comes.

Filling the Holes

Now it's time to add some variety to the campaign outline. My players aren't going to want to fight aberrations through their whole adventuring careers, and I'm not going to want to limit my adventure and encounter design so severely. I have clear ideas for aberration-themed adventures along the way, but I need to mix those up with adventures that aren't connected to the main theme. What they say about variety being the spice of life is just as true in **D&D** as it is in real life.

So next, I'll take a look at my little campaign map and the notes I made about it. In sketching out the first circle around the village of Greenbrier, I generated a couple of adventure ideas to help fill out the first ten levels of my characters' careers.

Tower Watch: After their first forays into Greenbrier Chasm, I'll let the characters explore the ancient ruins off to the south. We'll start with a straightforward dungeon crawl in the ruins (I'm thinking there will be orcs), and then the PCs can venture into the mysterious tower that gives these ruins their name.

What if the top of the tower is an observatory? It could start to plant the seeds for information about the comet whose arrival heralds the opening of the Gates of Firestorm Peak. . . . Or the orcs in the ruins could include a wise old Gatekeeper who passes on some important information to the characters and might lead them to future, more peaceful, interactions with Gatekeeper orcs. I want this adventure to have some variety from the main theme of my campaign arc, but if I can make a connection like this, so much the better. The characters will leave Greenbriar (the village and the chasm), fight orcs and whatever else I throw at them in the tower, and then at or near the end of the adventure get some foreshadowing of future events that tie back to the aberrations of the chasm -- it'll be their first glimpse that there's a real campaign going on here and not just a bunch of aberrant monsters in their first adventure.

Harrows Pass: The name suggests undead to me; I'm thinking of the Paths of the Dead in *The Lord of the Rings*, and I might steal blatantly from Tolkien when it comes time to flesh out the pass. Contrary to what I said last time, I don't think I'm going to directly tie Harrows Pass to Firestorm Peak -- though I probably will put them in the same mountain range.

One way to approach this would be to make it a very simple "on the way from here to there" adventure -- something fun and different that happens to the characters when they're traveling to their next adventure. While they're in the Greenbrier area, they learn about the weird things going on near Firestorm Peak and decide to go investigate. But in order to get there, they have to go through Harrows Pass, which is . . . harrowing. That could work fine, but the danger is that the players might feel like the adventure is getting in the way of what they want to do, which is investigate Firestorm Peak. It might be better to give them another reason to go into the pass, and use this adventure to plant some more hooks for the Firestorm Peak adventure, or even just give the characters a good sense of the weirdness that's arising in the mountains. That suggests that I'll want to use it as a prelude to the Gates adventure, right at the beginning of the paragon tier.

Silverymoon: I've marked this city on my map, but I don't yet have a clear idea what I want to do with it. Silverymoon is the largest city in the area, so it would be a natural place for the characters to pursue research and possibly become associated with organizations such as the Topaz Order or the Society of the Sanctified Mind. But I'll keep it on a back burner for now. I'll have some notes in case the campaign turns in an unexpected direction, but I don't ever have to develop them further unless the campaign demands it.

Epic Levels: Looking at my sketch outline so far, the big gap I see remaining is what the characters do between the end of the *Firestorm Peak* adventure and when they face the epic aberration at the end of the campaign. I have a penciled-in note about aboleths at those levels, suggesting that the characters should make their third foray into Greenbrier Chasm and explore its deepest reaches. I'm thinking at this point that I'll extend that into a long Underdark foray. Maybe the characters will actually travel from Firestorm Peak all the way back to Greenbrier Chasm underground, ultimately emerging from the chasm and retracing the steps of the ancient aberration until they find its new lair and confront it. Looking at the epic-level monsters in the *Monster Manual*, aberrant monsters such as swordwings and gibbering orbs could join the aboleths as opponents on this trek.

At this point, I'm happy leaving those levels sketchy. A lot can happen between now and the time the characters get to that level, and I want to stay open to possible new directions, subthemes, and my players' desires. That leaves me with this outline of my campaign arc, filled out from where I started:

- **Level 1-3:** Greenbrier Chasm (rite of passage and first forays)
- **Level 4-5:** Tower Watch
- **Level 6-8:** Lake Town -- *Speaker in Dreams*?
- **Level 9-11:** Greenbrier Chasm (second foray, fighting foulspawn and mind flayer boss) -- introduce *Lords of Madness* organizations!
- **Level 12-13:** Harrows Pass (probably just a single adventure)
- **Level 14-20:** *The Gates of Firestorm Peak*.
- **Level 21-28:** Greenbrier Chasm (third foray: aboleths, swordwings, gibbering orb)
- **Level 29-30:** Fight the fiery creature that escaped from the chasm and burned the forest.

Next time, we'll get this show on the road and start planning how to launch the campaign.

About the Author

James Wyatt is the Lead Story Designer for **D&D** and one of the lead designers of **D&D** 4th Edition. In over seven years at Wizards of the Coast, he has authored or co-authored award-winning adventures and settings including the *Eberron Campaign Setting*, *City of the Spider Queen*, and *Oriental Adventures*. His more recent works include *Expedition to Castle Ravenloft*, *Cormyr: The Tearing of the Weave*, and *The Forge of War*. His second Eberron novel, *Storm Dragon*, releases this month.

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